

FEDERAL REALTY INVESTMENT TRUST  
Form 10-Q  
August 04, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO THE SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934**  
For the transition period from            to

Commission file number: 1-07533

**FEDERAL REALTY INVESTMENT TRUST**

(Exact Name of Registrant as Specified in its Declaration of Trust)

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**Maryland**  
(State of Organization)

**52-0782497**  
(IRS Employer Identification No.)

**1626 East Jefferson Street, Rockville, Maryland**  
(Address of Principal Executive Offices)

**20852**  
(Zip Code)

**(301) 998-8100**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.:

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The number of Registrant's common shares outstanding on July 30, 2010 was 61,418,590.

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**FEDERAL REALTY INVESTMENT TRUST**

**QUARTERLY REPORT ON FORM 10-Q**

**QUARTER ENDED JUNE 30, 2010**

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**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The following balance sheet as of December 31, 2009, which has been derived from audited financial statements, and unaudited interim financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles (GAAP) have been omitted pursuant to those rules and regulations, although the company believes that the disclosures made are adequate to make the information not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the company's latest Annual Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal, recurring adjustments) necessary for a fair presentation for the periods presented have been included. The results of operations for the three and six months ended June 30, 2010 are not necessarily indicative of the results that may be expected for the full year.

**Table of Contents****Federal Realty Investment Trust****Consolidated Balance Sheets**

|  | <b>June 30,<br/>2010</b>                                 | <b>December 31,<br/>2009</b> |
|--|--|------------------------------|
|  | <b>(In thousands, except share data)<br/>(Unaudited)</b> |                              |
| <b>ASSETS</b>  |  |                              |
| Real estate, at cost   |  |                              |
| Operating (including \$86,954 and \$68,643 of consolidated variable interest entities, respectively)   | \$ 3,660,541   | \$ 3,626,476                 |
| Construction-in-progress   | 144,987  | 132,758                      |
|  | <b>3,805,528</b>   | <b>3,759,234</b>             |
| Less accumulated depreciation and amortization (including \$3,524 and \$3,053 of consolidated variable interest entities, respectively)  | (987,318)  | (938,087)                    |
| Net real estate  | 2,818,210  | 2,821,147                    |
| Cash and cash equivalents  | 23,557   | 135,389                      |
| Accounts and notes receivable, net   | 72,814   | 72,191                       |
| Mortgage notes receivable, net   | 42,289   | 48,336                       |
| Investment in real estate partnerships   | 51,930   | 35,633                       |
| Prepaid expenses and other assets  | 86,887   | 99,265                       |
| Debt issuance costs, net of accumulated amortization of \$8,018 and \$8,291, respectively  | 7,958  | 10,348                       |
| <b>TOTAL ASSETS</b>  | <b>\$ 3,103,645</b>                                      | <b>\$ 3,222,309</b>          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |  |                              |
| <b>Liabilities</b>   |  |                              |
| Mortgages payable (including \$23,105 and \$23,417 of consolidated variable interest entities, respectively)   | \$ 534,627   | \$ 539,609                   |
| Capital lease obligations  | 61,634   | 62,275                       |
| Notes payable  | 20,997   | 261,745                      |
| Senior notes and debentures  | 1,079,880  | 930,219                      |
| Accounts payable and accrued expenses  | 106,771  | 109,061                      |
| Dividends payable  | 40,908   | 40,800                       |
| Security deposits payable  | 12,093   | 11,710                       |
| Other liabilities and deferred credits   | 52,330   | 57,827                       |
| <b>Total liabilities</b>   | <b>1,909,240</b>   | <b>2,013,246</b>             |
| <b>Commitments and contingencies (Note 7)</b>  |  |                              |
| <b>Shareholders' equity</b>  |  |                              |
| Preferred shares, authorized 15,000,000 shares, \$.01 par: 5.417% Series 1 Cumulative Convertible Preferred Shares, (stated at liquidation preference \$25 per share), 399,896 shares issued and outstanding | 9,997  | 9,997                        |
| Common shares of beneficial interest, \$.01 par, 100,000,000 shares authorized, 61,408,051 and 61,242,050 shares issued and outstanding, respectively  | 614  | 612                          |
| Additional paid-in capital   | 1,659,896  | 1,653,177                    |
| Accumulated dividends in excess of net income  | (507,389)  | (486,449)                    |
| <b>Total shareholders' equity of the Trust</b>   | <b>1,163,118</b>   | <b>1,177,337</b>             |
| <b>Noncontrolling interests</b>  | <b>31,287</b>  | <b>31,726</b>                |
| <b>Total shareholders' equity</b>  | <b>1,194,405</b>   | <b>1,209,063</b>             |

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|   |              |              |
|---|--------------|--------------|
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 3,103,645 | \$ 3,222,309 |
|---|--------------|--------------|

The accompanying notes are integral part of these consolidated statements.

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**Federal Realty Investment Trust**  
**Consolidated Statements of Operations**  
**(Unaudited)**

|   | Three Months Ended<br>June 30,        |                  | Six Months Ended<br>June 30, |                  |
|---|---------------------------------------|------------------|------------------------------|------------------|
|   | 2010                                  | 2009             | 2010                         | 2009             |
|   | (In thousands, except per share data) |                  |                              |                  |
| <b>REVENUE</b>                                      |                                       |                  |                              |                  |
| Rental income                                       | \$ 130,256                            | \$ 126,090       | \$ 261,748                   | \$ 253,296       |
| Other property income                               | 2,508                                 | 2,941            | 8,420                        | 5,544            |
| Mortgage interest income                            | 1,071                                 | 1,307            | 2,137                        | 2,574            |
| <b>Total revenue</b>                                | <b>133,835</b>                        | <b>130,338</b>   | <b>272,305</b>               | <b>261,414</b>   |
| <b>EXPENSES</b>                                     |                                       |                  |                              |                  |
| Rental expenses                                     | 25,581                                | 25,080           | 55,584                       | 53,777           |
| Real estate taxes                                   | 14,905                                | 14,821           | 30,009                       | 28,653           |
| General and administrative                          | 5,843                                 | 5,276            | 11,218                       | 10,421           |
| Litigation provision                                | 173                                   | 125              | 287                          | 20,757           |
| Depreciation and amortization                       | 31,178                                | 29,633           | 60,110                       | 58,225           |
| <b>Total operating expenses</b>                     | <b>77,680</b>                         | <b>74,935</b>    | <b>157,208</b>               | <b>171,833</b>   |
| <b>OPERATING INCOME</b>                             | <b>56,155</b>                         | <b>55,403</b>    | <b>115,097</b>               | <b>89,581</b>    |
| Other interest income                               | 33                                    | 260              | 215                          | 350              |
| Interest expense                                    | (25,418)                              | (25,830)         | (51,380)                     | (49,413)         |
| Early extinguishment of debt                        |                                       | (982)            | (2,801)                      | (968)            |
| Income from real estate partnerships                | 188                                   | 399              | 381                          | 601              |
| <b>INCOME FROM CONTINUING OPERATIONS</b>            | <b>30,958</b>                         | <b>29,250</b>    | <b>61,512</b>                | <b>40,151</b>    |
| <b>DISCONTINUED OPERATIONS</b>                      |                                       |                  |                              |                  |
| Discontinued operations income                      |                                       | 161              |                              | 218              |
| Discontinued operations gain on sale of real estate | 1,000                                 | 383              | 1,000                        | 1,298            |
| <b>Results from discontinued operations</b>         | <b>1,000</b>                          | <b>544</b>       | <b>1,000</b>                 | <b>1,516</b>     |
| <b>INCOME BEFORE GAIN ON SALE OF REAL ESTATE</b>    | <b>31,958</b>                         | <b>29,794</b>    | <b>62,512</b>                | <b>41,667</b>    |
| Gain on sale of real estate                         | 410                                   |                  | 410                          |                  |
| <b>NET INCOME</b>                                   | <b>32,368</b>                         | <b>29,794</b>    | <b>62,922</b>                | <b>41,667</b>    |
| Net income attributable to noncontrolling interests | (1,254)                               | (1,377)          | (2,588)                      | (2,766)          |
| <b>NET INCOME ATTRIBUTABLE TO THE TRUST</b>         | <b>31,114</b>                         | <b>28,417</b>    | <b>60,334</b>                | <b>38,901</b>    |
| Dividends on preferred shares                       | (135)                                 | (135)            | (271)                        | (271)            |
| <b>NET INCOME AVAILABLE FOR COMMON SHAREHOLDERS</b> | <b>\$ 30,979</b>                      | <b>\$ 28,282</b> | <b>\$ 60,063</b>             | <b>\$ 38,630</b> |
| <b>EARNINGS PER COMMON SHARE, BASIC</b>             |                                       |                  |                              |                  |
| Continuing operations                               | \$ 0.47                               | \$ 0.47          | \$ 0.95                      | \$ 0.62          |
| Discontinued operations                             | 0.02                                  | 0.01             | 0.02                         | 0.03             |

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|   |         |         |         |         |
|---|---------|---------|---------|---------|
| Gain on sale of real estate               | 0.01    |         | 0.01    |         |
|   | \$ 0.50 | \$ 0.48 | \$ 0.98 | \$ 0.65 |
| <b>EARNINGS PER COMMON SHARE, DILUTED</b> |         |         |         |         |
| Continuing operations                     | \$ 0.47 | \$ 0.47 | \$ 0.95 | \$ 0.62 |
| Discontinued operations                   | 0.02    | 0.01    | 0.02    | 0.03    |
| Gain on sale of real estate               | 0.01    |         | 0.01    |         |
|   | \$ 0.50 | \$ 0.48 | \$ 0.98 | \$ 0.65 |

The accompanying notes are an integral part of these consolidated statements.



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**Federal Realty Investment Trust**  
**Consolidated Statement of Shareholders Equity**  
**For the Six Months Ended June 30, 2010**  
**(Unaudited)**

|  | Shareholders Equity of the Trust |          |               |        |  | Accumulated<br>Dividends<br>in<br>Excess of Net<br>Income | Noncontrolling<br>Interests | Total<br>Shareholders<br>Equity |
|--|----------------------------------|----------|---------------|--------|--|---|-----------------------------|---------------------------------|
|  | Preferred Shares                 |          | Common Shares |        |  |   |                             |                                 |
|  | Shares                           | Amount   | Shares        | Amount | Additional<br>Paid-in<br>Capital<br><small>(In thousands, except share data)</small> |   |                             |                                 |
| BALANCE AT DECEMBER 31, 2009                       | 399,896                          | \$ 9,997 | 61,242,050    | \$ 612 | \$ 1,653,177   | \$ (486,449)  | \$ 31,726                   | \$ 1,209,063                    |
| Net income/Comprehensive income                    |                                  |          |               |        |  | 60,334  | 2,588                       | 62,922                          |
| Dividends declared to common shareholders          |                                  |          |               |        |  | (81,003)  |                             | (81,003)                        |
| Dividends declared to preferred shareholders       |                                  |          |               |        |  | (271)   |                             | (271)                           |
| Distributions declared to noncontrolling interests |                                  |          |               |        |  |   | (2,972)                     | (2,972)                         |
| Common shares issued                               |                                  |          | 101           |        | 7  |   |                             | 7                               |
| Exercise of stock options                          |                                  |          | 75,566        | 1      | 2,187  |   |                             | 2,188                           |
| Shares issued under dividend reinvestment plan     |                                  |          | 18,325        |        | 1,294  |   |                             | 1,294                           |
| Share-based compensation expense, net              |                                  |          | 72,009        | 1      | 3,313  |   |                             | 3,314                           |
| Conversion and redemption of OP units              |                                  |          |               |        | (82)   |   | (55)                        | (137)                           |
| BALANCE AT JUNE 30, 2010                           | 399,896                          | \$ 9,997 | 61,408,051    | \$ 614 | \$ 1,659,896   | \$ (507,389)  | \$ 31,287                   | \$ 1,194,405                    |

The accompanying notes are an integral part of these consolidated statements.

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**Federal Realty Investment Trust**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

|   | Six Months Ended<br>June 30, |            |
|---|------------------------------|------------|
|   | 2010                         | 2009       |
| (In thousands)  |                              |            |
| <b>OPERATING ACTIVITIES</b>   |                              |            |
| Net income  | \$ 62,922                    | \$ 41,667  |
| Adjustments to reconcile net income to net cash provided by operating activities    |                              |            |
| Depreciation and amortization, including discontinued operations                    | 60,110                       | 58,225     |
| Litigation provision  |                              | 20,632     |
| Gain on sale of real estate   | (1,410)                      | (1,298)    |
| Early extinguishment of debt  | 2,801                        | 968        |
| Income from real estate partnerships  | (381)                        | (601)      |
| Other, net  | 1,018                        | 1,847      |
| Changes in assets and liabilities, net of effects of acquisitions and dispositions: |                              |            |
| Decrease in accounts receivable   | 2,418                        | 8,363      |
| Decrease in prepaid expenses and other assets                                       | 5,645                        | 6,797      |
| (Decrease) increase in accounts payable and accrued expenses                        | (1,835)                      | 5,168      |
| (Decrease) increase in security deposits and other liabilities                      | (1,943)                      | 4,441      |
| Net cash provided by operating activities   | 129,345                      | 146,209    |
| <b>INVESTING ACTIVITIES</b>   |                              |            |
| Capital expenditures development and redevelopment                                  | (19,063)                     | (40,981)   |
| Capital expenditures other  | (9,850)                      | (10,292)   |
| Proceeds from sale of real estate   |                              | 2,122      |
| Investment in real estate partnership   | (16,720)                     |            |
| Distribution from real estate partnership in excess of earnings                     | 258                          | 434        |
| Leasing costs   | (4,712)                      | (4,293)    |
| Issuance of mortgage and other notes receivable, net                                | (11,858)                     | (1,978)    |
| Net cash used in investing activities   | (61,945)                     | (54,988)   |
| <b>FINANCING ACTIVITIES</b>   |                              |            |
| Net repayments under revolving credit facility, net of costs                        | (450)                        | (123,500)  |
| Issuance of senior notes, net of costs  | 148,457                      |            |
| Purchase and retirement of senior notes   |                              | (52,278)   |
| Issuance of mortgages, capital leases and notes payable, net of costs               | 9,950                        | 526,625    |
| Repayment of mortgages, capital leases and notes payable                            | (256,403)                    | (209,682)  |
| Issuance of common shares   | 3,489                        | 2,795      |
| Dividends paid to common and preferred shareholders                                 | (81,165)                     | (77,008)   |
| Distributions to noncontrolling interests   | (3,110)                      | (3,337)    |
| Net cash (used in) provided by financing activities                                 | (179,232)                    | 63,615     |
| (Decrease) increase in cash and cash equivalents                                    | (111,832)                    | 154,836    |
| Cash and cash equivalents at beginning of year                                      | 135,389                      | 15,223     |
| Cash and cash equivalents at end of period  | \$ 23,557                    | \$ 170,059 |

The accompanying notes are an integral part of these consolidated statements.



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**Federal Realty Investment Trust**  
**Notes to Consolidated Financial Statements**

**June 30, 2010**

**(Unaudited)**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Business and Organization**

Federal Realty Investment Trust (the "Trust") is an equity real estate investment trust ("REIT") specializing in the ownership, management, and redevelopment of retail and mixed-use properties. Our properties are located primarily in densely populated and affluent communities in strategically selected metropolitan markets in the Mid-Atlantic and Northeast regions of the United States, as well as in California. As of June 30, 2010, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 84 predominantly retail real estate projects.

We operate in a manner intended to enable us to qualify as a REIT for federal income tax purposes. A REIT that distributes at least 90% of its taxable income to its shareholders each year and meets certain other conditions is not taxed on that portion of its taxable income which is distributed to its shareholders. Therefore, federal income taxes on our taxable income have been and are generally expected to be immaterial. We are obligated to pay state taxes, generally consisting of franchise or gross receipts taxes in certain states. Such state taxes also have not been material.

**Basis of Presentation**

Our consolidated financial statements include the accounts of the Trust, its corporate subsidiaries, and all entities in which the Trust has a controlling interest or has been determined to be the primary beneficiary of a variable interest entity ("VIE"). The equity interests of other investors are reflected as noncontrolling interests. All significant intercompany transactions and balances are eliminated in consolidation. We account for our interests in joint ventures, which we do not control or manage, using the equity method of accounting. Certain 2009 amounts have been reclassified to conform to current period presentation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, referred to as "GAAP", requires management to make estimates and assumptions that in certain circumstances affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses. These estimates are prepared using management's best judgment, after considering past, current and expected events and economic conditions. Actual results could differ from these estimates.

**Consolidated Statements of Cash Flows Supplemental Disclosures**

The following table provides supplemental disclosures related to the Consolidated Statements of Cash Flows:

|  | <b>Six Months Ended June 30,</b> |             |
|--|----------------------------------|-------------|
|  | <b>2010</b>                      | <b>2009</b> |
|  | <b>(In thousands)</b>            |             |
| <b>SUPPLEMENTAL DISCLOSURES:</b>                   |                                  |             |
| Total interest costs incurred                      | \$ 54,370                        | \$ 52,370   |
| Interest capitalized                               | (2,990)                          | (2,957)     |
| Interest expense                                   | \$ 51,380                        | \$ 49,413   |
| Cash paid for interest, net of amounts capitalized | \$ 48,830                        | \$ 45,519   |
| Cash paid for income taxes                         | \$ 86                            | \$ 596      |



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**Federal Realty Investment Trust**  
**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010**

**(Unaudited)**

**Recently Adopted Accounting Pronouncements**

In June 2009, the Financial Accounting Standards Board ( FASB ) issued a new accounting standard which provides certain changes to the evaluation of a VIE including requiring a qualitative rather than quantitative analysis to determine the primary beneficiary of a VIE, continuous assessments of whether an enterprise is the primary beneficiary of a VIE, and enhanced disclosures about an enterprise's involvement with a VIE. Under the new standard, the primary beneficiary has both the power to direct the activities that most significantly impact economic performance of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

We adopted the standard effective January 1, 2010. The adoption did not have a material impact to our financial statements. The newly required balance sheet disclosures regarding assets and liabilities of a consolidated VIE have been parenthetically included in our balance sheet. These parenthetical amounts relate to Melville Mall in Huntington, New York and a shopping center and adjacent commercial building in Norwalk, Connecticut, which is further discussed in Note 3 below.

Although the adoption of this standard did not have a material impact to our financial statements, this standard could impact future consolidation of entities based on the specific facts and circumstances of those entities.

During the quarter ended March 31, 2010, the FASB issued an amendment eliminating the requirement to disclose the date through which subsequent events have been evaluated, which was effective upon issuance of the amendment. Consequently, this disclosure is no longer included in the notes to our financial statements.

**NOTE 2 REAL ESTATE**

In 2010, we reached a settlement with the contractors responsible for performing defective work in previous years related to the conversion and sale of certain condominium units at Santana Row. The gain related to this settlement of \$1.0 million is included in discontinued operations - gain on sale of real estate .

The \$0.4 million gain on sale of real estate relates to condemnation proceeds, net of costs, at one of our Northern Virginia properties in order to expand a local road.

**NOTE 3 MORTGAGE NOTES RECEIVABLE**

On March 30, 2010, we acquired the first mortgage loan on a shopping center located in Norwalk, Connecticut. The first mortgage loan bears interest at 7.25%, matures on September 1, 2032, and as of June 30, 2010, had an outstanding principal balance of \$11.3 million. Since November 5, 2008, we have held the second mortgage on this shopping center and a first mortgage on an adjacent commercial building which had an outstanding balance of \$7.4 million at June 30, 2010. All of these loans are currently in default and foreclosure proceedings have been filed. If we foreclose on the properties, we believe the fair value of the properties approximates our carrying amount of these loans which are on non-accrual status.

Because the loans are in default, we have certain rights under the first mortgage loan agreement that gives us the ability to direct the activities that most significantly impact the shopping center. Although we are not currently exercising and do not expect to exercise those rights, the existence of those rights in the loan agreement results in the entity being a VIE. Additionally, given our investment in both the first and second mortgage on the property, the overall decline in fair market value since the loans were initiated, and the current default status of the loans, we also have the obligation to absorb losses or rights to receive benefits that could potentially be significant to the VIE. Consequently, we have determined we are the primary beneficiary of this VIE and consolidated the shopping center and adjacent building as of March 30, 2010. Therefore, our investment in the property is included in real estate in the consolidated balance sheet as of June 30, 2010.

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In July 2010, we reached an agreement with the borrower whereby the borrower must repay the loans by September 30, 2010, subject to a possible extension through December 30, 2010. If the borrower fails to repay the loans at that time, we will be entitled to receive a deed-in-lieu of foreclosure for both properties.

### **NOTE 4 REAL ESTATE PARTNERSHIPS**

#### *Federal/Lion Venture LP*

We have a joint venture arrangement ( the Partnership ) with affiliates of a discretionary fund created and advised by ING Clarion Partners ( Clarion ). We own 30% of the equity in the Partnership and Clarion owns 70%. We hold a general partnership interest, however, Clarion also holds a general partnership interest and has substantive participating rights. We cannot make significant decisions without Clarion s approval. Accordingly, we account for our interest in the Partnership using the equity method. As of June 30, 2010, the Partnership owned seven retail real estate properties. We are the manager of the Partnership and its properties, earning fees for acquisitions, dispositions, management, leasing, and financing. Intercompany profit generated from fees is eliminated in consolidation. We also have the opportunity to receive performance-based earnings through our Partnership interest. The Partnership is subject to a buy-sell provision which is customary for real estate joint venture agreements and the industry. Either partner may initiate these provisions at any time, which could result in either the sale of our interest or the use of available cash or borrowings to acquire Clarion s interest.

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**Federal Realty Investment Trust**  
**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010**

**(Unaudited)**

The following tables provide summarized operating results and the financial position of the Partnership:

|  | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |          |
|--|--------------------------------|----------|------------------------------|----------|
|  | 2010                           | 2009     | 2010                         | 2009     |
| <b>(In thousands)</b>                                |                                |          |                              |          |
| <b>OPERATING RESULTS</b>                             |                                |          |                              |          |
| Revenue  | \$ 4,523                       | \$ 4,808 | \$ 9,178                     | \$ 9,496 |
| Expenses   |                                |          |                              |          |
| Other operating expenses                             | 1,380                          | 1,328    | 3,342                        | 2,984    |
| Depreciation and amortization                        | 1,244                          | 1,215    | 2,512                        | 2,486    |
| Interest expense                                     | 850                            | 1,132    | 1,702                        | 2,265    |
| Total expenses                                       | 3,474                          | 3,675    | 7,556                        | 7,735    |
| Net income   | \$ 1,049                       | \$ 1,133 | \$ 1,622                     | \$ 1,761 |
| Our share of net income from real estate partnership | \$ 353                         | \$ 399   | \$ 546                       | \$ 601   |

|   | June 30,   | December 31, |
|---|------------|--------------|
|   | 2010       | 2009         |
| <b>(In thousands)</b>                     |            |              |
| <b>BALANCE SHEETS</b>                     |            |              |
| Real estate, net                          | \$ 182,035 | \$ 183,757   |
| Cash                                      | 4,015      | 2,959        |
| Other assets                              | 6,197      | 6,853        |
| Total assets                              | \$ 192,247 | \$ 193,569   |
| Mortgages payable                         | \$ 57,683  | \$ 57,780    |
| Other liabilities                         | 5,559      | 6,101        |
| Partners' capital                         | 129,005    | 129,688      |
| Total liabilities and partners' capital   | \$ 192,247 | \$ 193,569   |
| Our share of unconsolidated debt          | \$ 17,305  | \$ 17,334    |
| Our investment in real estate partnership | \$ 35,375  | \$ 35,633    |

*Taurus Newbury Street JV II Limited Partnership*



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In May 2010, we formed Taurus Newbury Street JV II Limited Partnership ( Newbury Street Partnership ), a joint venture limited partnership with an affiliate of Taurus Investment Holdings, LLC ( Taurus ), which plans to acquire, operate and redevelop up to \$200 million of properties located primarily in the Back Bay section of Boston, Massachusetts. We hold an 85% limited partnership interest in Newbury Street Partnership and Taurus holds a 15% limited partnership interest and serves as general partner. As general partner, Taurus is responsible for the operation and management of the properties, subject to our approval on major decisions. We have evaluated the entity and determined that it is not a VIE. Accordingly, given Taurus' role as general partner, we account for our interest in Newbury Street Partnership using the equity method. During the second quarter 2010, we recorded expenses of approximately \$0.2 million related to formation costs of the partnership.

Newbury Street Partnership is subject to a buy-sell provision which is customary for real estate joint venture agreements and the industry. The buy-sell can be exercised only in certain circumstances through May 2014 and may be initiated by either party at anytime thereafter which could result in either the sale of our interest or the use of available cash or borrowings to acquire Taurus' interest.

On May 26, 2010, Newbury Street Partnership acquired the fee interest in two buildings located on Newbury Street in Boston, Massachusetts for a purchase price of \$17.5 million. The properties include approximately 32,000 square feet of retail and office space. We contributed \$7.8 million towards this acquisition and provided an \$8.8 million interest-only loan secured by the two buildings. The loan matures in May 2012, subject to a one-year extension option, and bears interest at LIBOR plus 400 basis points. All amounts contributed and advanced to Newbury Street Partnership are included in Investment in real estate partnerships in the consolidated balance sheet. Due to the timing of receiving financial information from the general partner, our share of operating earnings will be recorded one quarter in arrears.

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**Federal Realty Investment Trust**  
**Notes to Consolidated Financial Statements (Continued)**

**June 30, 2010**

**(Unaudited)**

**NOTE 5 DEBT**

On January 28, 2010, we delivered notice exercising our option to extend the maturity date by one year to July 27, 2011 of our revolving credit facility, which bears interest at LIBOR plus 42.5 basis points. We paid an extension fee of \$0.5 million which is being amortized over the remaining term of the revolving credit facility.

On March 1, 2010, we issued \$150.0 million of fixed rate senior notes that mature on April 1, 2020 and bear interest at 5.90%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were \$148.5 million.

On various dates from February 25, 2010 to March 2, 2010, we repaid the remaining \$250.0 million balance of our term loan. The term loan had an original maturity date of July 27, 2011, however, the loan agreement included an option to prepay the loan, in whole or in part, at any time without premium or penalty. Due to these repayments, approximately \$2.8 million of unamortized debt fees were recorded as additional interest expense in 2010 and are included in early extinguishment of debt in the consolidated statement of operations. The term loan was repaid using cash on hand and cash from the \$150.0 million note issuance.

During the three and six months ended June 30, 2010, the maximum amount of borrowings outstanding under our \$300 million revolving credit facility was \$20.0 million. The weighted average amount of borrowings outstanding was \$4.5 million and \$2.3 million for the three and six months ended June 30, 2010, respectively. Our revolving credit facility had a weighted average interest rate, before amortization of debt fees, of 0.7% for the three and six months ended June 30, 2010. At June 30, 2010, there was no balance outstanding on our revolving credit facility.

Our revolving credit facility and certain notes require us to comply with various financial covenants, including the maintenance of minimum shareholders' equity and debt coverage ratios and a maximum ratio of debt to net worth. As of June 30, 2010, we were in compliance with all loan covenants.

**NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS**

Except as disclosed below, the carrying amount of our financial instruments approximates their fair value. The fair value of our mortgages payable, notes payable, and senior notes and debentures is sensitive to fluctuations in interest rates. Quoted market prices were used to estimate the fair value of our marketable senior notes and debentures and discounted cash flow analysis is generally used to estimate the fair value of our mortgages and notes payable. Considerable judgment is necessary to estimate the fair value of financial instruments. The estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized upon disposition of the financial instruments. A summary of the carrying amount and fair value of our mortgages payable, notes payable and senior notes and debentures is as follows:

|                             | June 30, 2010  |              | June 30, 2009  |            |
|-----------------------------|----------------|--------------|----------------|------------|
|                             | Carrying Value | Fair Value   | Carrying Value | Fair Value |
|                             | (In thousands) |              |                |            |
| Mortgages and notes payable | \$ 555,624     | \$ 600,597   | \$ 928,225     | \$ 926,478 |
| Senior notes and debentures | \$ 1,079,880   | \$ 1,159,022 | \$ 905,114     | \$ 817,355 |

**NOTE 7 COMMITMENTS AND CONTINGENCIES**

We are currently a party to various legal proceedings. Other than as described below, we do not believe that the ultimate outcome of these matters, either individually or in the aggregate, could have a material adverse effect on our financial position or overall trends in results of

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operations; however, litigation is subject to inherent uncertainties. Also under our leases, tenants are typically obligated to indemnify us from and against all liabilities, costs and expenses imposed upon or asserted against us (1) as owner of the properties due to certain matters relating to the operation of the properties by the tenant, and (2) where appropriate, due to certain matters relating to the ownership of the properties prior to their acquisition by us.

In May 2003, a breach of contract action was filed against us in the United States District Court for the Northern District of California, San Jose Division, alleging that a one page document entitled "Final Proposal" constituted a ground lease of a parcel of property located adjacent to our Santana Row property and gave the plaintiff the option to require that we acquire the property at a price determined in accordance with a formula included in the "Final Proposal". The "Final Proposal" explicitly stated that it was subject to approval of the terms and conditions of a formal agreement. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us.

**Table of Contents****Federal Realty Investment Trust****Notes to Consolidated Financial Statements (Continued)****June 30, 2010****(Unaudited)**

A trial on the issue of damages was held in April 2008 and the court issued a tentative ruling in April 2009 awarding damages to the plaintiff of approximately \$14.4 million plus interest. Accordingly, considering all the information available to us when we filed our March 31, 2009 Form 10-Q, our best estimate of damages, interest, and other costs was \$21.4 million resulting in an increase in our accrual for this matter of \$20.6 million. In June 2009, the court issued a final judgment awarding damages of \$15.9 million (including interest) plus costs of suit and in July 2009, we and the plaintiff both filed a notice of appeal with the United States Court of Appeals for the Ninth Circuit. In December 2009, the plaintiff filed an appellee's principal and response brief providing additional information regarding the issues the plaintiff is appealing. Given the additional information regarding the appeal, we lowered our accrual to \$16.4 million in the fourth quarter 2009, which reflects our best estimate of the litigation liability. The net increase in our accrual in 2009 is included in litigation provision in our consolidated statement of operations, and the \$16.4 million accrual is included in the accounts payable and accrued expenses line item in our consolidated balance sheets. During 2009 and 2010, we incurred additional legal and other costs related to this lawsuit and appeal process which are also included in the litigation provision line item in the consolidated statements of operations.

We expect oral arguments on the appeal to be scheduled for late 2010. The enforcement of the judgment has been stayed until completion of the appeals. Furthermore, we continue to believe that the Final Proposal which included express language that it was subject to formal documentation was not a binding contract and that we should have no liability whatsoever, and will vigorously defend our position as part of the appeal process.

In September 2008, we and a subsidiary of Post Properties, Inc. ( Post ) sued Vornado Realty Trust and related entities ( Vornado ) for breach of contract in the Circuit Court of Arlington County, Virginia. The breach of contract was a result of Vornado's acquiring in transactions in 2005 and 2007 the fee interest in the land under our Pentagon Row project without first giving us and Post the opportunity to purchase the fee interest in that land as required by the right of first offer ( ROFO ) provisions included in the documentation relating to the Pentagon Row project. On April 30, 2010, the judge in this case issued a ruling that Vornado failed to comply with the ROFO and as a result, breached the contract, and ordered Vornado to sell to us and Post, collectively, the land under Pentagon Row for a net purchase price of approximately \$14.7 million. Vornado has appealed the ruling, however, the appeal has not yet been accepted. We expect a ruling in late 2010 as to whether the appeal will be accepted. The judgment has been stayed until completion of the appeal process.

Under the terms of certain partnership agreements, the partners have the right to exchange their operating partnership units for cash or the same number of our common shares, at our option. A total of 369,260 operating partnership units are outstanding which have a total fair value of \$25.9 million, based on our closing stock price on June 30, 2010.

**NOTE 8 SHAREHOLDERS' EQUITY**

The following table provides a summary of dividends declared and paid per share:

|  | Six Months Ended June 30, |          |          |          |
|--|---------------------------|----------|----------|----------|
|  | 2010                      |          | 2009     |          |
|  | Declared                  | Paid     | Declared | Paid     |
| Common shares                                    | \$ 1.320                  | \$ 1.320 | \$ 1.300 | \$ 1.300 |
| 5.417% Series 1 Cumulative Convertible Preferred | \$ 0.677                  | \$ 0.677 | \$ 0.677 | \$ 0.677 |

**NOTE 9 COMPONENTS OF RENTAL INCOME**

The principal components of rental income are as follows:

|                            | Three Months Ended<br>June 30, |                   | Six Months Ended<br>June 30, |                   |
|----------------------------|--------------------------------|-------------------|------------------------------|-------------------|
|                            | 2010                           | 2009              | 2010                         | 2009              |
|                            | (In thousands)                 |                   |                              |                   |
| Minimum rents              |                                |                   |                              |                   |
| Retail and commercial      | \$ 95,258                      | \$ 93,256         | \$ 189,231                   | \$ 186,772        |
| Residential                | 5,357                          | 5,345             | 10,650                       | 10,617            |
| Cost reimbursement         | 26,212                         | 24,395            | 55,145                       | 49,973            |
| Percentage rent            | 1,004                          | 1,146             | 2,465                        | 2,647             |
| Other                      | 2,425                          | 1,948             | 4,257                        | 3,287             |
| <b>Total rental income</b> | <b>\$ 130,256</b>              | <b>\$ 126,090</b> | <b>\$ 261,748</b>            | <b>\$ 253,296</b> |

**Table of Contents****Federal Realty Investment Trust****Notes to Consolidated Financial Statements (Continued)****June 30, 2010****(Unaudited)**

Minimum rents include \$1.3 million and \$1.2 million for the three months ended June 30, 2010 and 2009, respectively, and \$2.5 million and \$2.6 million for the six months ended June 30, 2010 and 2009, respectively, to recognize minimum rents on a straight-line basis. In addition, minimum rents include \$0.5 million and \$0.4 million for the three months ended June 30, 2010 and 2009, respectively, and \$0.9 million and \$0.7 million for the six months ended June 30, 2010 and 2009, respectively, to recognize income from the amortization of in-place leases. Residential minimum rents consist of the rental amounts for residential units at Rollingwood Apartments, the Crest at Congressional Plaza Apartments, Santana Row, and Bethesda Row.

**NOTE 10 SHARE-BASED COMPENSATION PLANS**

A summary of share-based compensation expense included in net income is as follows:

|                                      | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--------------------------------------|--|-------------|--------------------------------------|-------------|
|                                      | <b>2010</b>                            | <b>2009</b> | <b>2010</b>                          | <b>2009</b> |
|                                      | <b>(In thousands)</b>                  |             |                                      |             |
| Share-based compensation incurred    |  |             |                                      |             |
| Grants of common shares              | \$ 1,198                               | \$ 1,263    | \$ 2,752                             | \$ 2,985    |
| Grants of options                    | 290                                    | 357         | 562                                  | 783         |
|                                      | 1,488                                  | 1,620       | 3,314                                | 3,768       |
| Capitalized share-based compensation | (191)                                  | (246)       | (384)                                | (456)       |
| Share-based compensation expense     | \$ 1,297                               | \$ 1,374    | \$ 2,930                             | \$ 3,312    |

**NOTE 11 EARNINGS PER SHARE**

We have calculated earnings per share (EPS) under the two-class method. The two-class method is an earnings allocation methodology whereby EPS for each class of common stock and participating securities is calculated according to dividends declared and participation rights in undistributed earnings. For each of the three and six months ended June 30, 2010 and 2009, we had approximately 0.2 million weighted average unvested shares outstanding which are considered participating securities. Therefore, we have allocated our earnings for basic and diluted EPS between common shares and unvested shares; the portion of earnings allocated to the unvested shares is reflected as earnings allocated to unvested shares in the reconciliation below.

In the dilutive EPS calculation, dilutive stock options were calculated using the treasury stock method consistent with prior periods; certain stock options have been excluded as they were anti-dilutive. The conversions of downREIT operating partnership units and Series 1 Preferred Shares are anti-dilutive for all periods presented and accordingly, have been excluded from the weighted average common shares used to compute diluted EPS.

**Table of Contents****Federal Realty Investment Trust****Notes to Consolidated Financial Statements (Continued)****June 30, 2010****(Unaudited)**

|   | <b>Three Months Ended<br/>June 30,<br/>2010</b> |             | <b>Six Months Ended<br/>June 30,<br/>2009</b> |             |
|---|---|-------------|---|-------------|
|   | <b>2010</b>                                     | <b>2009</b> | <b>2010</b>                                   | <b>2009</b> |
|   | <b>(In thousands, except per share data)</b>    |             |   |             |
| <b>NUMERATOR</b>  |   |             |   |             |
| Income from continuing operations                                   | \$ 30,958                                       | \$ 29,250   | \$ 61,512                                     | \$ 40,151   |
| Less: Preferred share dividends                                     | (135)   | (135)       | (271)   | (271)       |
| Less: Net income attributable to noncontrolling interests           | (1,254)   | (1,377)     | (2,588)                                       | (2,766)     |
| Less: Earnings allocated to unvested shares                         | (133)   | (125)       | (267)   | (252)       |
| Income from continuing operations available for common shareholders | 29,436  | 27,613      | 58,386  | 36,862      |
| Results from discontinued operations                                | 1,000   | 544         | 1,000   | 1,516       |
| Gain on sale of real estate   | 410   |             | 410   |             |
| Net income available for common shareholders, basic and diluted     | \$ 30,846                                       | \$ 28,157   | \$ 59,796                                     | \$ 38,378   |
| <b>DENOMINATOR</b>  |   |             |   |             |
| Weighted average common shares outstanding basic                    | 61,169  | 58,917      | 61,129  | 58,882      |
| Effect of dilutive securities:                                      |   |             |   |             |
| Stock options   | 142   | 125         | 137   | 122         |
| Weighted average common shares outstanding diluted                  | 61,311  | 59,042      | 61,266  | 59,004      |
| <b>EARNINGS PER COMMON SHARE, BASIC</b>                             |   |             |   |             |
| Continuing operations   | \$ 0.47   | \$ 0.47     | \$ 0.95                                       | \$ 0.62     |
| Discontinued operations   | 0.02  | 0.01        | 0.02  | 0.03        |
| Gain on sale of real estate   | 0.01  |             | 0.01  |             |
|   | \$ 0.50   | \$ 0.48     | \$ 0.98                                       | \$ 0.65     |
| <b>EARNINGS PER COMMON SHARE, DILUTED</b>                           |   |             |   |             |
| Continuing operations   | \$ 0.47   | \$ 0.47     | \$ 0.95                                       | \$ 0.62     |
| Discontinued operations   | 0.02  | 0.01        | 0.02  | 0.03        |
| Gain on sale of real estate   | 0.01  |             | 0.01  |             |
|   | \$ 0.50   | \$ 0.48     | \$ 0.98                                       | \$ 0.65     |
| Income from continuing operations attributable to the Trust         | \$ 29,704                                       | \$ 27,873   | \$ 58,924                                     | \$ 37,385   |

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Forward-Looking Statements**

The following discussion should be read in conjunction with the consolidated interim financial statements and notes thereto appearing in Item 1 of this report and the more detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission on February 17, 2010.

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. When we refer to forward-looking statements or information, sometimes we use words such as may, will, could, should, plans, intends, expects, believes, estimates, anticipates. Forward-looking statements are not historical facts or guarantees of future performance and involve certain known and unknown risks, uncertainties, and other factors, many of which are outside our control, that could cause actual results to differ materially from those we describe.

Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements that we make, including those in this Quarterly Report on Form 10-Q. Except as may be required by law, we make no promise to update any of the forward-looking statements as a result of new information, future events or otherwise. You should carefully review the risks and the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2009, before making any investments in us.

**Overview**

We are an equity real estate investment trust ( REIT ) specializing in the ownership, management, and redevelopment of high quality retail and mixed-use properties located primarily in densely populated and affluent communities in strategically selected metropolitan markets in the Northeast and Mid-Atlantic regions of the United States, as well as in California. As of June 30, 2010, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 84 predominantly retail real estate projects comprising approximately 18.2 million square feet. In total, the real estate projects were 94.2% leased and 93.4% occupied at June 30, 2010. A joint venture in which we own a 30% interest owned seven retail real estate projects totaling approximately 1.0 million square feet as of June 30, 2010. In total, the joint venture properties in which we own a 30% interest were 90.8% leased and occupied at June 30, 2010.

**2010 Significant Debt, Equity and Other Transactions**

On January 28, 2010, we delivered notice exercising our option to extend the maturity date by one year to July 27, 2011 of our revolving credit facility, which bears interest at LIBOR plus 42.5 basis points. We paid an extension fee of \$0.5 million which is being amortized over the remaining term of the revolving credit facility.

On March 1, 2010, we issued \$150.0 million of fixed rate senior notes that mature on April 1, 2020 and bear interest at 5.90%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were \$148.5 million.

On various dates from February 25, 2010 to March 2, 2010, we repaid the remaining \$250.0 million balance of our term loan. The term loan had an original maturity date of July 27, 2011, however, the loan agreement included an option to prepay the loan, in whole or in part, at any time without premium or penalty. Due to these repayments, approximately \$2.8 million of unamortized debt fees were recorded as additional interest expense in 2010 and are included in early extinguishment of debt in the consolidated statement of operations. The term loan was repaid using cash on hand and cash from the \$150.0 million note issuance.

On March 30, 2010, we acquired the first mortgage loan on a shopping center located in Norwalk, Connecticut. The first mortgage loan bears interest at 7.25%, matures on September 1, 2032, and as of June 30, 2010, had an outstanding principal balance of \$11.3 million. Since November 5, 2008, we have held the second mortgage on this shopping center and a first mortgage on an adjacent commercial building which had an outstanding balance of \$7.4 million at June 30, 2010. All of these loans are currently in default and foreclosure proceedings have been filed. If we foreclose on the properties, we believe the fair value of the properties approximates our carrying amount of these loans which are on non-accrual status.

Because the loans are in default, we have certain rights under the first mortgage loan agreement that gives us the ability to direct the activities that most significantly impact the shopping center. Although we are not currently exercising and do not expect to exercise those rights, the existence of those rights in the loan agreement results in the entity being a VIE. Additionally, given our investment in both the first and second mortgage on the property, the overall decline in fair market value since the loans were initiated, and the current default status of the loans, we also have the obligation to absorb losses or rights to receive benefits that could potentially be significant to the VIE. Consequently, we have



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determined we are the primary beneficiary of this VIE and consolidated the shopping center and adjacent building as of March 30, 2010. Therefore, our investment in the property is included in real estate in the consolidated balance sheet as of June 30, 2010.

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In July 2010, we reached an agreement with the borrower whereby the borrower must repay the loans by September 30, 2010, subject to a possible extension through December 30, 2010. If the borrower fails to repay the loans at that time, we will be entitled to receive a deed-in-lieu of foreclosure for both properties.

In September 2008, we and a subsidiary of Post Properties, Inc. ( Post ) sued Vornado Realty Trust and related entities ( Vornado ) for breach of contract in the Circuit Court of Arlington County, Virginia. The breach of contract was a result of Vornado's acquiring in transactions in 2005 and 2007 the fee interest in the land under our Pentagon Row project without first giving us and Post the opportunity to purchase the fee interest in that land as required by the right of first offer ( ROFO ) provisions included in the documentation relating to the Pentagon Row project. On April 30, 2010, the judge in this case issued a ruling that Vornado failed to comply with the ROFO and as a result, breached the contract, and ordered Vornado to sell to us and Post, collectively, the land under Pentagon Row for a net purchase price of approximately \$14.7 million. Vornado has appealed the ruling, however, the appeal has not yet been accepted. We expect a ruling in late 2010 as to whether the appeal will be accepted. The judgment has been stayed until completion of the appeal process.

### **Formation of Joint Venture**

In May 2010, we formed Taurus Newbury Street JV II Limited Partnership ( Newbury Street Partnership ), a joint venture limited partnership with an affiliate of Taurus Investment Holdings, LLC ( Taurus ), which plans to acquire, operate and redevelop up to \$200 million of properties located primarily in the Back Bay section of Boston, Massachusetts. We hold an 85% limited partnership interest in Newbury Street Partnership and Taurus holds a 15% limited partnership interest and serves as general partner. As general partner, Taurus is responsible for the operation and management of the properties, subject to our approval on major decisions. We have evaluated the entity and determined that it is not a VIE. Accordingly, given Taurus' role as general partner, we account for our interest in Newbury Street Partnership using the equity method. During the second quarter 2010, we recorded expenses of approximately \$0.2 million related to formation costs of the partnership.

Newbury Street Partnership is subject to a buy-sell provision which is customary for real estate joint venture agreements and the industry. The buy-sell can be exercised only in certain circumstances through May 2014 and may be initiated by either party at anytime thereafter which could result in either the sale of our interest or the use of available cash or borrowings to acquire Taurus' interest.

On May 26, 2010, Newbury Street Partnership acquired the fee interest in two buildings located on Newbury Street in Boston, Massachusetts for a purchase price of \$17.5 million. The properties include approximately 32,000 square feet of retail and office space. We contributed \$7.8 million towards this acquisition and provided an \$8.8 million interest-only loan secured by the two buildings. The loan matures in May 2012, subject to a one-year extension option, and bears interest at LIBOR plus 400 basis points. All amounts contributed and advanced to Newbury Street Partnership are included in Investment in real estate partnerships in the consolidated balance sheet. Due to the timing of receiving financial information from the general partner, our share of operating earnings will be recorded one quarter in arrears.

### **Outlook**

We seek growth in earnings, funds from operations, and cash flows primarily through a combination of the following:

growth in our portfolio from property redevelopments,

expansion of our portfolio through property acquisitions, and

growth in our same-center portfolio.

Our properties are located in densely populated and affluent areas with high barriers to entry which allow us to take advantage of redevelopment opportunities that enhance our operating performance through renovation, expansion, reconfiguration, and/or retensing. We evaluate our properties on an ongoing basis to identify these types of opportunities and believe that the decrease in occupancy we have experienced since 2008 as a result of the economic recession will provide future redevelopment opportunities that may not have otherwise been available. In 2010 and 2011, we expect to have redevelopment projects stabilizing with projected costs of approximately \$29 million and \$57 million, respectively.

Additionally, we continue to invest in the development at Assembly Square which is a long-term development project we expect to be involved in over the coming years. The project currently has zoning entitlements to build 2.3 million square feet of commercial-use buildings, 2,100

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residential units, and a 200 room hotel. We expect that we will structure any future development in a manner designed to mitigate our risk which may include transfers of entitlements or co-developing with other real estate companies. Continuing in 2010, we will be completing certain infrastructure work as well as continuing our current pre-development work. We received \$10 million of public funding in April 2010, which is included in notes payable in the consolidated balance sheet, related to the infrastructure work we have completed and we expect the Commonwealth of Massachusetts will complete certain additional infrastructure work using government stimulus funds. We expect to invest between \$10 million and \$30 million related to the development in 2010, net of expected public funding.

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We continue to review acquisition opportunities in our primary markets that complement our portfolio and provide long-term opportunities. Generally, our acquisitions do not initially contribute significantly to earnings growth; however, they provide long-term re-leasing growth, redevelopment opportunities, and other strategic opportunities. Any growth from acquisitions is contingent on our ability to find properties that meet our qualitative standards at prices that meet our financial hurdles. Changes in interest rates may affect our success in achieving earnings growth through acquisitions by affecting both the price that must be paid to acquire a property, as well as our ability to economically finance the property acquisition. Generally, our acquisitions are initially financed by available cash and/or borrowings under our revolving credit facility which may be repaid later with funds raised through the issuance of new equity or new long-term debt. On occasion we also finance our acquisitions through the issuance of common shares, preferred shares, or downREIT units as well as through the assumption or creation of mortgages.

Our same-center growth is primarily driven by increases in rental rates on new leases and lease renewals and changes in portfolio occupancy. Over the long-term, the infill nature and strong demographics of our properties provide a strategic advantage allowing us to maintain relatively high occupancy and increase rental rates. The current economic environment may, however, impact our ability to increase rental rates in the short-term and may require us to decrease some rental rates. This will have a long-term impact over the contractual term of the lease agreement, which on average is between five and ten years. We expect to continue to see small changes in occupancy over the short term and expect increases in occupancy to be a driver of our same-center growth over the long term as we are able to re-lease these vacant spaces. We seek to maintain a mix of strong national, regional, and local retailers. At June 30, 2010, no single tenant accounted for more than 2.7% of annualized base rent.

The current downturn in the economy has impacted the success of our tenants' retail operations and therefore the amount of rent and expense reimbursements we receive from our tenants. We have seen tenants experiencing declining sales, vacating early, or filing for bankruptcy, as well as seeking rent relief from us as landlord. Any reduction in our tenants' abilities to pay base rent, percentage rent or other charges, will adversely affect our financial condition and results of operations. Further, our ability to re-lease vacant spaces may be negatively impacted by the current economic environment. While we believe the locations of our centers and diverse tenant base should mitigate the negative impact of the economic environment, we may continue to see an increase in vacancy that will have a negative impact on our revenue and bad debt expense. We continue to monitor our tenants' operating performances as well as trends in the retail industry to evaluate any future impact.

At June 30, 2010, the leasable square feet in our properties was 93.4% occupied and 94.2% leased. The leased rate is higher than the occupied rate due to leased spaces that are being redeveloped or improved or that are awaiting permits and, therefore, are not yet ready to be occupied. Our occupancy and leased rates are subject to variability over time due to factors including acquisitions, the timing of the start and stabilization of our redevelopment projects, lease expirations and tenant bankruptcies.

**Table of Contents****Same-Center**

Throughout this section, we have provided certain information on a same-center basis. Information provided on a same-center basis includes the results of properties that we owned and operated for the entirety of both periods being compared except for properties for which significant redevelopment or expansion occurred during either of the periods being compared and properties classified as discontinued operations.

**RESULTS OF OPERATIONS THREE MONTHS ENDED JUNE 30, 2010 AND 2009**

|   | 2010                          | 2009             | Change          |             |
|---|-------------------------------|------------------|-----------------|-------------|
|   |                               |                  | Dollars         | %           |
|   | (Dollar amounts in thousands) |                  |                 |             |
| Rental income                                       | \$ 130,256                    | \$ 126,090       | \$ 4,166        | 3.3%        |
| Other property income                               | 2,508                         | 2,941            | (433)           | -14.7%      |
| Mortgage interest income                            | 1,071                         | 1,307            | (236)           | -18.1%      |
| <b>Total property revenue</b>                       | <b>133,835</b>                | <b>130,338</b>   | <b>3,497</b>    | <b>2.7%</b> |
| Rental expenses                                     | 25,581                        | 25,080           | 501             | 2.0%        |
| Real estate taxes                                   | 14,905                        | 14,821           | 84              | 0.6%        |
| <b>Total property expenses</b>                      | <b>40,486</b>                 | <b>39,901</b>    | <b>585</b>      | <b>1.5%</b> |
| Property operating income                           | 93,349                        | 90,437           | 2,912           | 3.2%        |
| Other interest income                               | 33                            | 260              | (227)           | -87.3%      |
| Income from real estate partnerships                | 188                           | 399              | (211)           | -52.9%      |
| Interest expense                                    | (25,418)                      | (25,830)         | 412             | -1.6%       |
| Early extinguishment of debt                        |                               | (982)            | 982             | -100.0%     |
| General and administrative expense                  | (5,843)                       | (5,276)          | (567)           | 10.7%       |
| Litigation provision                                | (173)                         | (125)            | (48)            | 38.4%       |
| Depreciation and amortization                       | (31,178)                      | (29,633)         | (1,545)         | 5.2%        |
| <b>Total other, net</b>                             | <b>(62,391)</b>               | <b>(61,187)</b>  | <b>(1,204)</b>  | <b>2.0%</b> |
| Income from continuing operations                   | 30,958                        | 29,250           | 1,708           | 5.8%        |
| Discontinued operations income                      |                               | 161              | (161)           | -100.0%     |
| Discontinued operations gain on sale of real estate | 1,000                         | 383              | 617             | 161.1%      |
| Gain on sale of real estate                         | 410                           |                  | 410             | 100.0%      |
| <b>Net income</b>                                   | <b>32,368</b>                 | <b>29,794</b>    | <b>2,574</b>    | <b>8.6%</b> |
| Net income attributable to noncontrolling interests | (1,254)                       | (1,377)          | 123             | -8.9%       |
| <b>Net income attributable to the Trust</b>         | <b>\$ 31,114</b>              | <b>\$ 28,417</b> | <b>\$ 2,697</b> | <b>9.5%</b> |

**Property Revenues**

Total property revenue increased \$3.5 million, or 2.7%, to \$133.8 million in the three months ended June 30, 2010 compared to \$130.3 million in the three months ended June 30, 2009. The percentage occupied at our shopping centers increased slightly to 93.4% at June 30, 2010 compared to 93.2% at June 30, 2009. Changes in the components of property revenue are discussed below.

*Rental Income*

Rental income consists primarily of minimum rent, cost reimbursements from tenants and percentage rent. Rental income increased \$4.2 million, or 3.3%, to \$130.3 million in the three months ended June 30, 2010 compared to \$126.1 million in the three months ended June 30, 2009 due

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primarily to the following:

an increase of \$3.6 million at same-center properties due primarily to increased cost reimbursements, higher rental rates on new and renewal leases, and increased temporary tenant income, and

an increase of \$0.6 million at redevelopment properties due primarily to higher occupancy and increased rental rates on new leases.

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### *Other Property Income*

Other property income decreased \$0.4 million, or 14.7%, to \$2.5 million in the three months ended June 30, 2010 compared to \$2.9 million in the three months ended June 30, 2009. Included in other property income are items which, although recurring, tend to fluctuate more than rental income from period to period, such as lease termination fees. This decrease is primarily due to a decrease in lease termination fees at redevelopment properties partially offset by an increase at same-center properties.

### **Property Expenses**

Total property expenses increased \$0.6 million, or 1.5%, to \$40.5 million in the three months ended June 30, 2010 compared to \$39.9 million in the three months ended June 30, 2009. Changes in the components of property expenses are discussed below.

#### *Rental Expenses*

Rental expenses increased \$0.5 million, or 2.0%, to \$25.6 million in the three months ended June 30, 2010 compared to \$25.1 million in the three months ended June 30, 2009. This increase is due to an increase of \$0.3 million in other operating costs due primarily to higher demolition costs at same-center properties and an increase of \$0.2 million in bad debt expense.

As a result of the changes in rental income, other property income and rental expenses as discussed above, rental expenses as a percentage of rental income plus other property income decreased to 19.3% in the three months ended June 30, 2010 from 19.4% in the three months ended June 30, 2009.

#### *Real Estate Taxes*

Real estate tax expense increased \$0.1 million, or 0.6% to \$14.9 million in the three months ended June 30, 2010 compared to \$14.8 million in the three months ended June 30, 2009 due primarily to net higher tax assessments at same-center and redevelopment properties.

### **Property Operating Income**

Property operating income increased \$2.9 million, or 3.2%, to \$93.3 million in the three months ended June 30, 2010 compared to \$90.4 million in the three months ended June 30, 2009. This increase is primarily due to growth in earnings at same-center properties partially offset by lower earnings at redevelopment properties.

### **Other**

#### *Income from Real Estate Partnerships*

Income from real estate partnerships decreased \$0.2 million, or 52.9%, to \$0.2 million for the three months ended June 30, 2010 compared to \$0.4 million in the three months ended June 30, 2009. The decrease is due primarily to \$0.2 million of expenses in 2010 related to the formation of our new joint venture partnership.

#### *Interest Expense*

Interest expense decreased \$0.4 million, or 1.6%, to \$25.4 million in the three months ended June 30, 2010 compared to \$25.8 million in the three months ended June 30, 2009. This decrease is due primarily to the following:

a decrease of \$1.7 million due to lower borrowings,  
partially offset by

an increase of \$1.2 million due to a higher overall weighted average borrowing rate, and

a decrease of \$0.1 million in capitalized interest.

Gross interest costs were \$26.9 million and \$27.4 million in the three months ended June 30, 2010 and 2009, respectively. Capitalized interest was \$1.5 million and \$1.6 million in the three months ended June 30, 2010 and 2009, respectively.

*Early Extinguishment of Debt*

The \$1.0 million early extinguishment of debt for the three months ended June 30, 2009 is primarily related to a cash tender offer for our 8.75% senior notes due December 1, 2009. On June 4, 2009, approximately \$40.3 million of notes were purchased and retired at a 2% premium to par value resulting in a net loss on early extinguishment of approximately \$1.0 million including costs of the transaction.



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### *General and Administrative Expense*

General and administrative expense increased \$0.6 million, or 10.7%, to \$5.8 million in the three months ended June 30, 2010 compared to \$5.3 million in the three months ended June 30, 2009. The increase is primarily due to higher personnel related costs.

### *Litigation Provision*

The litigation provision in the three months ended June 30, 2010 and 2009 is due to certain costs related to the litigation and appeal process over a parcel of land located adjacent to Santana Row. See Note 7 to the consolidated financial statements in this Form 10-Q for further discussion on the litigation.

### *Depreciation and Amortization*

Depreciation and amortization expense increased \$1.5 million, or 5.2%, to \$31.2 million in the three months ended June 30, 2010 from \$29.6 million in the three months ended June 30, 2009. This increase is due primarily to capital improvements at same-center and redevelopment properties and accelerated depreciation related to the change in use of certain redevelopment buildings.

### *Discontinued Operations Income*

Income from discontinued operations represents the operating income of properties that have been disposed or will be disposed, which is required to be reported separately from results of ongoing operations. The reported operating income of \$0.2 million for the three months ended June 30, 2009, represents the operating income for the period during which we owned properties sold in 2009.

### *Discontinued Operations Gain on Sale of Real Estate*

The \$1.0 million gain on sale of real estate from discontinued operations for the three months ended June 30, 2010 relates to the final settlement reached with the contractors responsible for performing defective work in previous years related to the conversion and sale of certain condominium units at Santana Row. The \$0.4 million gain on sale of real estate from discontinued operations for the three months ended June 30, 2009 is primarily due to the sale of our fee interest in a land parcel in White Marsh, Maryland, that was subject to a long-term ground lease.

### *Gain on Sale of Real Estate*

The \$0.4 million gain on sale of real estate for the three months ended June 30, 2010 is due to condemnation proceeds, net of costs, at one of our Northern Virginia properties in order to expand a local road.

**Table of Contents****RESULTS OF OPERATIONS SIX MONTHS ENDED JUNE 30, 2010 AND 2009**

|   | 2010                          | 2009             | Change           |              |
|---|-------------------------------|------------------|------------------|--------------|
|   |                               |                  | Dollars          | %            |
|   | (Dollar amounts in thousands) |                  |                  |              |
| Rental income                                       | \$ 261,748                    | \$ 253,296       | \$ 8,452         | 3.3%         |
| Other property income                               | 8,420                         | 5,544            | 2,876            | 51.9%        |
| Mortgage interest income                            | 2,137                         | 2,574            | (437)            | -17.0%       |
| <b>Total property revenue</b>                       | <b>272,305</b>                | <b>261,414</b>   | <b>10,891</b>    | <b>4.2%</b>  |
| Rental expenses                                     | 55,584                        | 53,777           | 1,807            | 3.4%         |
| Real estate taxes                                   | 30,009                        | 28,653           | 1,356            | 4.7%         |
| <b>Total property expenses</b>                      | <b>85,593</b>                 | <b>82,430</b>    | <b>3,163</b>     | <b>3.8%</b>  |
| Property operating income                           | 186,712                       | 178,984          | 7,728            | 4.3%         |
| Other interest income                               | 215                           | 350              | (135)            | -38.6%       |
| Income from real estate partnerships                | 381                           | 601              | (220)            | -36.6%       |
| Interest expense                                    | (51,380)                      | (49,413)         | (1,967)          | 4.0%         |
| Early extinguishment of debt                        | (2,801)                       | (968)            | (1,833)          | 189.4%       |
| General and administrative expense                  | (11,218)                      | (10,421)         | (797)            | 7.6%         |
| Litigation provision                                | (287)                         | (20,757)         | 20,470           | -98.6%       |
| Depreciation and amortization                       | (60,110)                      | (58,225)         | (1,885)          | 3.2%         |
| <b>Total other, net</b>                             | <b>(125,200)</b>              | <b>(138,833)</b> | <b>13,633</b>    | <b>-9.8%</b> |
| Income from continuing operations                   | 61,512                        | 40,151           | 21,361           | 53.2%        |
| Discontinued operations income                      |                               | 218              | (218)            | -100.0%      |
| Discontinued operations gain on sale of real estate | 1,000                         | 1,298            | (298)            | -23.0%       |
| Gain on sale of real estate                         | 410                           |                  | 410              | 100.0%       |
| <b>Net income</b>                                   | <b>62,922</b>                 | <b>41,667</b>    | <b>21,255</b>    | <b>51.0%</b> |
| Net income attributable to noncontrolling interests | (2,588)                       | (2,766)          | 178              | -6.4%        |
| <b>Net income attributable to the Trust</b>         | <b>\$ 60,334</b>              | <b>\$ 38,901</b> | <b>\$ 21,433</b> | <b>55.1%</b> |

**Property Revenues**

Total property revenue increased \$10.9 million, or 4.2%, to \$272.3 million in the six months ended June 30, 2010 compared to \$261.4 million in the six months ended June 30, 2009. The percentage occupied at our shopping centers increased slightly to 93.4% at June 30, 2010 compared to 93.2% at June 30, 2009. Changes in the components of property revenue are discussed below.

*Rental Income*

Rental income consists primarily of minimum rent, cost reimbursements from tenants and percentage rent. Rental income increased \$8.5 million, or 3.3%, to \$261.7 million in the six months ended June 30, 2010 compared to \$253.3 million in the six months ended June 30, 2009 due primarily to the following:

an increase of \$7.3 million at same-center properties due primarily to increased cost reimbursements as a result of higher snow removal costs, higher rental rates on new and renewal leases, and increased temporary tenant income, and

an increase of \$1.2 million at redevelopment properties due primarily to increased occupancy and rental rates on new leases and higher cost reimbursements.

*Other Property Income*

Other property income increased \$2.9 million, or 51.9%, to \$8.4 million in the six months ended June 30, 2010 compared to \$5.5 million in the six months ended June 30, 2009. Included in other property income are items which, although recurring, tend to fluctuate more than rental income from period to period, such as lease termination fees. This increase is primarily due to an increase in lease termination fees at redevelopment and same-center properties.

**Property Expenses**

Total property expenses increased \$3.2 million, or 3.8%, to \$85.6 million in the six months ended June 30, 2010 compared to \$82.4 million in the six months ended June 30, 2009. Changes in the components of property expenses are discussed below.

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### *Rental Expenses*

Rental expenses increased \$1.8 million, or 3.4%, to \$55.6 million in the six months ended June 30, 2010 compared to \$53.8 million in the six months ended June 30, 2009. This increase is due primarily to an increase of \$2.7 million in snow removal costs partially offset by a decrease of \$0.8 million in bad debt expense.

As a result of the changes in rental income, other property income and rental expenses as discussed above, rental expenses as a percentage of rental income plus other property income decreased to 20.6% in the six months ended June 30, 2010 from 20.8% in the six months ended June 30, 2009.

### *Real Estate Taxes*

Real estate tax expense increased \$1.4 million, or 4.7%, to \$30.0 million in the six months ended June 30, 2010 compared to \$28.7 million in the six months ended June 30, 2009 due primarily to net higher tax assessments at same-center and redevelopment properties.

## **Property Operating Income**

Property operating income increased \$7.7 million, or 4.3%, to \$186.7 million in the six months ended June 30, 2010 compared to \$179.0 million in the six months ended June 30, 2009. This increase is due to growth in earnings at same-center and redevelopment properties.

## **Other**

### *Income from Real Estate Partnerships*

Income from real estate partnerships decreased \$0.2 million, or 36.6%, to \$0.4 million for the six months ended June 30, 2010 compared to \$0.6 million in the six months ended June 30, 2009. The decrease is due primarily to \$0.2 million of expenses in 2010 related to the formation of our new joint venture partnership.

### *Interest Expense*

Interest expense increased \$2.0 million, or 4.0%, to \$51.4 million in the six months ended June 30, 2010 compared to \$49.4 million in the six months ended June 30, 2009. This increase is due primarily to an increase of \$3.7 million due to a higher overall weighted average borrowing rate partially offset by a decrease of \$1.7 million due to lower borrowings.

Gross interest costs were \$54.4 million and \$52.4 million in the six months ended June 30, 2010 and 2009, respectively. Capitalized interest was \$3.0 million in the six months ended June 30, 2010 and 2009.

### *Early Extinguishment of Debt*

The \$2.8 million early extinguishment of debt expense in the six months ended June 30, 2010 is due to the write-off of unamortized debt fees related to the \$250.0 million payoff of the term loan prior to its maturity date. The \$1.0 million early extinguishment of debt for the six months ended June 30, 2009 is primarily related to a cash tender offer for \$40.3 million of our 8.75% senior notes due December 1, 2009, which were purchased and retired at a 2% premium to par value.

### *General and Administrative Expense*

General and administrative expense increased \$0.8 million, or 7.6%, to \$11.2 million in the six months ended June 30, 2010 compared to \$10.4 million in the six months ended June 30, 2009. The increase is primarily due to higher legal fees, as a result of the litigation regarding certain rights to acquire the land under Pentagon Row further discussed in Note 7 to the consolidated financial statements in this Form 10-Q, as well as higher personnel related costs.

### *Litigation Provision*

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The \$0.3 million litigation provision in the six months ended June 30, 2010 is due to certain costs related to the litigation and appeal process over a parcel of land located adjacent to Santana Row. The \$20.8 million litigation provision in the six months ended June 30, 2009 relates to increasing the accrual as well as costs related to the litigation and appeal process for such litigation matter. See Note 7 to the consolidated financial statements in this Form 10-Q for further discussion on the litigation.

### *Depreciation and Amortization*

Depreciation and amortization expense increased \$1.9 million, or 3.2%, to \$60.1 million in the six months ended June 30, 2010 from \$58.2 million in the six months ended June 30, 2009. This increase is due primarily to capital improvements at same-center and redevelopment properties and accelerated depreciation related to the change in use of certain redevelopment buildings.

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### *Discontinued Operations Income*

Income from discontinued operations represents the operating income of properties that have been disposed or will be disposed, which is required to be reported separately from results of ongoing operations. The reported operating income of \$0.2 million for the six months ended June 30, 2009 primarily represents the operating income for the period during which we owned properties sold in 2009.

### *Discontinued Operations Gain on Sale of Real Estate*

The \$1.0 million gain on sale of real estate from discontinued operations for the six months ended June 30, 2010 relates to the final settlement reached with the contractors responsible for performing defective work in previous years related to the conversion and sale of certain condominium units at Santana Row. The \$1.3 million gain on sale of real estate from discontinued operations for the six months ended June 30, 2009 consists primarily of \$0.9 million in insurance proceeds received related to repairs we performed on certain condominium units at Santana Row as the result of defective work done by third party contractors in prior years and \$0.4 million on the sale of our fee interest in a land parcel in White Marsh, Maryland, that was subject to a long-term ground lease.

### *Gain on Sale of Real Estate*

The \$0.4 million gain on sale of real estate in the six months ended June 30, 2010 is due to condemnation proceeds, net of costs, at one of our Northern Virginia properties in order to expand a local road.

## **Recently Adopted Accounting Pronouncements**

In June 2009, the Financial Accounting Standards Board ( FASB ) issued a new accounting standard which provides certain changes to the evaluation of a VIE including requiring a qualitative rather than quantitative analysis to determine the primary beneficiary of a VIE, continuous assessments of whether an enterprise is the primary beneficiary of a VIE, and enhanced disclosures about an enterprise's involvement with a VIE. Under the new standard, the primary beneficiary has both the power to direct the activities that most significantly impact economic performance of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

We adopted the standard effective January 1, 2010. The adoption did not have a material impact to our financial statements. The newly required balance sheet disclosures regarding assets and liabilities of a consolidated VIE have been parenthetically included in our balance sheet. These parenthetical amounts relate to Melville Mall in Huntington, New York and a shopping center and adjacent commercial building in Norwalk, Connecticut, which is further discussed in Note 3 to the consolidated financial statements in this Form 10-Q.

Although the adoption of this standard did not have a material impact to our financial statements, this standard could impact future consolidation of entities based on the specific facts and circumstances of those entities.

During the quarter ended March 31, 2010, the FASB issued an amendment eliminating the requirement to disclose the date through which subsequent events have been evaluated, which was effective upon issuance of the amendment. Consequently, this disclosure is no longer included in the notes to our financial statements.

## **Liquidity and Capital Resources**

Due to the nature of our business and strategy, we typically generate significant amounts of cash from operations. The cash generated from operations is primarily paid to our common and preferred shareholders in the form of dividends. As a REIT, we must generally make annual distributions to shareholders of at least 90% of our taxable income.

Our short-term liquidity requirements consist primarily of normal recurring operating expenses, obligations under our capital and operating leases, regular debt service requirements (including debt service relating to additional or replacement debt, as well as scheduled debt maturities), recurring expenditures, non-recurring expenditures (such as tenant improvements and redevelopments) and dividends to common and preferred shareholders. Our long-term capital requirements consist primarily of maturities under our long-term debt agreements, development and redevelopment costs and potential acquisitions.

We intend to operate with and maintain a conservative capital structure that will allow us to maintain strong debt service coverage and fixed-charge coverage ratios as part of our commitment to investment-grade debt ratings. In the short and long term, we may seek to obtain funds through the issuance of additional equity, unsecured and/or secured debt financings, joint venture relationships relating to existing

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properties or new acquisitions, and property dispositions that are consistent with this conservative structure. In March 2010, we took advantage of lower long-term interest rates and issued \$150 million of 10-year senior notes at a 5.90% interest rate. Using funds from the senior note offering as well as cash on hand, we repaid the outstanding \$250 million balance on our term loan in advance of it maturing in July 2011. Cash and cash equivalents decreased \$111.8 million to \$23.6 million at June 30, 2010 due to the debt transactions discussed above; however, cash and cash equivalents are not a good indicator of our liquidity. We have a \$300 million unsecured revolving credit facility that matures July 27, 2011, of which we had no outstanding balance at June 30,

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2010. At June 30, 2010, we also have no scheduled debt maturities until 2011. We currently believe that cash flows from operations, cash on hand, our revolving credit facility, and proceeds from additional capital transactions will be sufficient to finance our operations and fund our capital expenditures.

Our overall capital requirements during the remainder of 2010 will depend upon acquisition opportunities, the level of improvements and redevelopments of existing properties and the timing and cost of development of future phases of existing properties. While the amount of future investments will depend on numerous factors, we expect to invest similar levels of capital in 2010 compared to prior periods which will be funded on a short-term basis with cash flow from operations and/or the revolving credit facility, and on a long-term basis, with long-term debt or equity. If market conditions deteriorate, we may also delay the timing of certain development and redevelopment projects as well as limit future acquisitions, or re-evaluate our dividend policy.

In addition to conditions in the capital markets which could affect our ability to access those markets, the following factors could affect our ability to meet our liquidity requirements:

restrictions in our debt instruments or preferred shares may limit us from incurring debt or issuing equity at all, or on acceptable terms under then-prevailing market conditions; and

we may be unable to service additional or replacement debt due to increases in interest rates or a decline in our operating performance.

*Summary of Cash Flows*

|  | <b>Six Months Ended June 30,</b> |             |
|--|----------------------------------|-------------|
|  | <b>2010</b>                      | <b>2009</b> |
|  | <b>(In thousands)</b>            |             |
| Cash provided by operating activities            | \$ 129,345                       | \$ 146,209  |
| Cash used in investing activities                | (61,945)                         | (54,988)    |
| Cash (used in) provided by financing activities  | (179,232)                        | 63,615      |
| (Decrease) increase in cash and cash equivalents | (111,832)                        | 154,836     |
| Cash and cash equivalents, beginning of year     | 135,389                          | 15,223      |
| Cash and cash equivalents, end of period         | \$ 23,557                        | \$ 170,059  |

Net cash provided by operating activities decreased \$16.9 million to \$129.3 million during the six months ended June 30, 2010 from \$146.2 million during the six months ended June 30, 2009. The decrease was primarily attributable to timing of interest payments on our senior notes and term loan as a result of changes in the debt outstanding in 2009 and 2010, higher unbilled accounts receivable as a result of significant increases in snow removal costs in 2010, timing of payments related to operating expenses, and timing of cash receipts related to recoverable expense billings.

Net cash used in investing activities increased \$7.0 million to \$61.9 million during the six months ended June 30, 2010 from \$55.0 million during the six months ended June 30, 2009. The increase was primarily attributable to:

\$16.7 million investment in the Newbury Street Partnership, and

\$10.5 million acquisition of a first mortgage loan in March 2010, partially offset by



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\$22.4 million decrease in capital investments.

Net cash used in financing activities increased \$242.8 million to \$179.2 million during the six months ended June 30, 2010 from \$63.6 million provided during the six months ended June 30, 2009. The increase was primarily attributable to:

\$516.7 million decrease in net proceeds from the issuance of mortgages, capital leases and notes payable due primarily to the 2009 issuance of our \$372 million term loan and \$163.1 million in new mortgage loans, and

\$46.7 million increase in repayment of mortgages, capital leases and notes payable due substantially to the \$250 million payoff of our term loan in 2010 partially offset by the payoff of our \$200 million term loan in May 2009, partially offset by

\$148.5 million issuance of 5.90% senior notes in March 2010,

\$123.5 million decrease in net repayments on our revolving credit facility as there was no outstanding balance at June 30, 2010, and

\$52.3 million decrease in repayment of senior notes as a portion of our 8.75% senior notes due December 1, 2009, were repaid in the first and second quarter 2009.

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*Off-Balance Sheet Arrangements*

We have a joint venture arrangement ( the Partnership ) with affiliates of a discretionary fund created and advised by ING Clarion Partners ( Clarion ). We own 30% of the equity in the Partnership and Clarion owns 70%. We hold a general partnership interest, however, Clarion also holds a general partnership interest and has substantive participating rights. We cannot make significant decisions without Clarion s approval. Accordingly, we account for our interest in the Partnership using the equity method. As of June 30, 2010, the Partnership owned seven retail real estate properties. We are the manager of the Partnership and its properties, earning fees for acquisitions, management, leasing and financing. We also have the opportunity to receive performance-based earnings through our Partnership interest. The Partnership is subject to a buy-sell provision which is customary in real estate joint venture agreements and the industry. Either partner may initiate these provisions at any time, which could result in either the sale of our interest or the use of available cash or borrowings to acquire Clarion s interest. At June 30, 2010, the Partnership had approximately \$57.7 million of mortgages payable outstanding; our investment in the Partnership was \$35.4 million.

In May 2010, we formed Taurus Newbury Street JV II Limited Partnership ( Newbury Street Partnership ), a joint venture limited partnership with an affiliate of Taurus Investment Holdings, LLC ( Taurus ), which plans to acquire, operate and redevelop up to \$200 million in properties located primarily in the Back Bay section of Boston, Massachusetts. We hold an 85% limited partnership interest in Newbury Street Partnership and Taurus holds a 15% limited partnership interest and serves as general partner. As general partner, Taurus is responsible for the operation and management of the properties, subject to our approval on major decisions. We have evaluated the entity and determined that it is not a VIE. Accordingly, given Taurus role as general partner, we account for our interest in Newbury Street Partnership using the equity method. The entity is subject to a buy-sell provision which is customary for real estate joint venture agreements and the industry. The buy-sell can be exercised only in certain circumstances through May 2014 and may be initiated by either party at anytime thereafter which could result in either the sale of our interest or the use of available cash or borrowings to acquire Taurus interest. At June 30, 2010, we had invested approximately \$16.7 million in Newbury Street Partnership including an \$8.8 million loan.

**Table of Contents***Debt Financing Arrangements*

The following is a summary of our total debt outstanding as of June 30, 2010:

| Description of Debt                | Original Debt Issued | Principal Balance as of June 30, 2010 | Stated Interest Rate as of June 30, 2010 | Maturity Date     |
|------------------------------------|----------------------|---------------------------------------|--|-------------------|
| <b>Mortgages payable (1)</b>       |                      |                                       |  |                   |
| <i>Secured fixed rate</i>          |                      |                                       |  |                   |
| Federal Plaza                      | 36,500               | \$ 32,215                             | 6.75%                                    | June 1, 2011      |
| Tysons Station                     | 7,000                | 5,807                                 | 7.40%                                    | September 1, 2011 |
| Courtyard Shops                    | Acquired             | 7,405                                 | 6.87%                                    | July 1, 2012      |
| Bethesda Row                       | Acquired             | 19,995                                | 5.37%                                    | January 1, 2013   |
| Bethesda Row                       | Acquired             | 4,234                                 | 5.05%                                    | February 1, 2013  |
| White Marsh Plaza (2)              | Acquired             | 9,722                                 | 6.04%                                    | April 1, 2013     |
| Crow Canyon                        | Acquired             | 20,607                                | 5.40%                                    | August 11, 2013   |
| Idylwood Plaza                     | 16,910               | 16,670                                | 7.50%                                    | June 5, 2014      |
| Leesburg Plaza                     | 29,423               | 29,007                                | 7.50%                                    | June 5, 2014      |
| Loehmann's Plaza                   | 38,047               | 37,509                                | 7.50%                                    | June 5, 2014      |
| Pentagon Row                       | 54,619               | 53,846                                | 7.50%                                    | June 5, 2014      |
| Melville Mall (3)                  | Acquired             | 23,432                                | 5.25%                                    | September 1, 2014 |
| THE AVENUE at White Marsh          | Acquired             | 58,379                                | 5.46%                                    | January 1, 2015   |
| Barracks Road                      | 44,300               | 40,252                                | 7.95%                                    | November 1, 2015  |
| Hauppauge                          | 16,700               | 15,174                                | 7.95%                                    | November 1, 2015  |
| Lawrence Park                      | 31,400               | 28,531                                | 7.95%                                    | November 1, 2015  |
| Wildwood                           | 27,600               | 25,078                                | 7.95%                                    | November 1, 2015  |
| Wynnewood                          | 32,000               | 29,076                                | 7.95%                                    | November 1, 2015  |
| Brick Plaza                        | 33,000               | 29,747                                | 7.42%                                    | November 1, 2015  |
| Rollingwood Apartments             | 24,050               | 23,724                                | 5.54%                                    | May 1, 2019       |
| Shoppers World                     | Acquired             | 5,664                                 | 5.91%                                    | January 31, 2021  |
| Mount Vernon (4)                   | 13,250               | 11,120                                | 5.66%                                    | April 15, 2028    |
| Chelsea                            | Acquired             | 7,872                                 | 5.36%                                    | January 15, 2031  |
| Subtotal                           |                      | 535,066                               |  |                   |
| Net unamortized discount           |                      | (439)                                 |  |                   |
| Total mortgages payable            |                      | 534,627                               |  |                   |
| <b>Notes payable</b>               |                      |                                       |  |                   |
| <i>Unsecured fixed rate</i>        |                      |                                       |  |                   |
| Various (5)                        | 15,308               | 11,597                                | 3.86%                                    | Various thru 2013 |
| <i>Unsecured variable rate</i>     |                      |                                       |  |                   |
| Revolving credit facility (6)      | 300,000              |                                       | LIBOR + 0.425%                           | July 27, 2011     |
| Escondido (Municipal bonds) (7)    | 9,400                | 9,400                                 | 0.33%                                    | October 1, 2016   |
| Total notes payable                |                      | 20,997                                |  |                   |
| <b>Senior notes and debentures</b> |                      |                                       |  |                   |
| <i>Unsecured fixed rate</i>        |                      |                                       |  |                   |
| 4.50% notes                        | 75,000               | 75,000                                | 4.50%                                    | February 15, 2011 |
| 6.00% notes                        | 175,000              | 175,000                               | 6.00%                                    | July 15, 2012     |
| 5.40% notes                        | 135,000              | 135,000                               | 5.40%                                    | December 1, 2013  |
| 5.95% notes                        | 150,000              | 150,000                               | 5.95%                                    | August 15, 2014   |

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|   |         |                     |         |                      |
|---|---------|---------------------|---------|----------------------|
| 5.65% notes                                     | 125,000 | 125,000             | 5.65%   | June 1, 2016         |
| 6.20% notes                                     | 200,000 | 200,000             | 6.20%   | January 15, 2017     |
| 5.90% notes                                     | 150,000 | 150,000             | 5.90%   | April 1, 2020        |
| 7.48% debentures                                | 50,000  | 29,200              | 7.48%   | August 15, 2026      |
| 6.82% medium term notes                         | 40,000  | 40,000              | 6.82%   | August 1, 2027       |
| <b>Subtotal</b>                                 |         | <b>1,079,200</b>    |         |                      |
| Net unamortized premium                         |         | 680                 |         |                      |
| <b>Total senior notes and debentures</b>        |         | <b>1,079,880</b>    |         |                      |
| <b>Capital lease obligations</b>                |         |                     |         |                      |
| Various   |         | 61,634              | Various | Various through 2106 |
| <b>Total debt and capital lease obligations</b> |         | <b>\$ 1,697,138</b> |         |                      |

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- 1) Mortgages payable do not include our 30% share (\$17.3 million) of the \$57.7 million debt of the partnership with a discretionary fund created and advised by ING Clarion Partners.
- 2) The interest rate of 6.04% represents the weighted average interest rate for two mortgage loans secured by this property. The loan balance represents an interest only loan of \$4.4 million at a stated rate of 6.18% and the remaining balance at a stated rate of 5.96%.
- 3) We acquired control of Melville Mall through a 20-year master lease and secondary financing. Because we control the activities that most significantly impact this property and retain substantially all of the economic benefit and risk associated with it, this property is consolidated and the mortgage loan is reflected on the balance sheet, though it is not our legal obligation.
- 4) The interest rate is fixed at 5.66% for the first ten years and then will be reset to a market rate in 2013. The lender has the option to call the loan on April 15, 2013 or any time thereafter.
- 5) The interest rate of 3.86% represents the weighted average interest rate for three unsecured fixed rate notes payable. These notes mature between April 1, 2012 and January 31, 2013.
- 6) The maximum amount drawn under our revolving credit facility during the three and six months ended June 30, 2010 was \$20.0 million. The weighted average effective interest rate on borrowings under our revolving credit facility, before amortization of debt fees, was 0.70% for the three and six months ended June 30, 2010.
- 7) The bonds require monthly interest only payments through maturity. The bonds bear interest at a variable rate determined weekly, which would enable the bonds to be remarketed at 100% of their principal amount. The property is not encumbered by a lien.

Our revolving credit facility and other debt agreements include financial and other covenants that may limit our operating activities in the future. As of June 30, 2010, we were in compliance with all of the financial and other covenants. If we were to breach any of our debt covenants and did not cure the breach within an applicable cure period, our lenders could require us to repay the debt immediately and, if the debt is secured, could immediately begin proceedings to take possession of the property securing the loan. Many of our debt arrangements, including our public notes and our revolving credit facility, are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a default under certain of our other debt obligations. As a result, any default under our debt covenants could have an adverse effect on our financial condition, our results of operations, our ability to meet our obligations and the market value of our shares. Our organizational documents do not limit the level or amount of debt that we may incur.

The following is a summary of our scheduled principal repayments as of June 30, 2010:

|                   | Unsecured      | Secured    | Capital Lease | Total           |
|-------------------|----------------|------------|---------------|-----------------|
|                   | (In thousands) |            |               |                 |
| Remainder of 2010 | \$ 120         | \$ 4,891   | \$ 667        | \$ 5,678        |
| 2011              | 75,720(1)      | 47,571     | 1,399         | 124,690         |
| 2012              | 185,727        | 17,380     | 1,500         | 204,607         |
| 2013              | 135,030        | 72,107     | 1,609         | 208,746         |
| 2014              | 150,000        | 156,364    | 1,725         | 308,089         |
| Thereafter        | 553,600        | 236,753    | 54,734        | 845,087         |
|                   | \$ 1,100,197   | \$ 535,066 | \$ 61,634     | \$ 1,696,897(2) |

- 1) Our \$300 million four-year revolving credit facility matures on July 27, 2011. As of June 30, 2010, there was \$0 drawn under this credit facility.
- 2) The total debt maturities differs from the total reported on the consolidated balance sheet due to the unamortized net premium or discount on certain mortgage loans, senior notes and debentures as of June 30, 2010.

**Interest Rate Hedging**

We had no hedging instruments outstanding during the three and six months ended June 30, 2010. We may use derivative instruments to manage exposure to variable interest rate risk. We generally enter into interest rate swaps to manage our exposure to variable interest rate risk and treasury locks to manage the risk of interest rates rising prior to the issuance of debt. We enter into derivative instruments that qualify as cash flow hedges and do not enter into derivative instruments for speculative purposes.

**Funds From Operations**

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Funds from operations ( FFO ) is a supplemental non-GAAP financial measure of real estate companies' operating performance. The National Association of Real Estate Investment Trusts ( NAREIT ) defines FFO as follows: net income, computed in accordance with the U.S. GAAP, plus depreciation and amortization of real estate assets and excluding extraordinary items and gains and losses on the sale of real estate. We compute FFO in accordance with the NAREIT definition, and we have historically reported our FFO available for common shareholders in addition to our net income and net cash provided by operating activities. It should be noted that FFO:

does not represent cash flows from operating activities in accordance with GAAP (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income);

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should not be considered an alternative to net income as an indication of our performance; and

is not necessarily indicative of cash flow as a measure of liquidity or ability to fund cash needs, including the payment of dividends. We consider FFO available for common shareholders a meaningful, additional measure of operating performance primarily because it excludes the assumption that the value of the real estate assets diminishes predictably over time, as implied by the historical cost convention of GAAP and the recording of depreciation. We use FFO primarily as one of several means of assessing our operating performance in comparison with other REITs. Comparison of our presentation of FFO to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

An increase or decrease in FFO available for common shareholders does not necessarily result in an increase or decrease in aggregate distributions because our Board of Trustees is not required to increase distributions on a quarterly basis unless necessary for us to maintain REIT status. However, we must distribute at least 90% of our taxable income to remain qualified as a REIT. Therefore, a significant increase in FFO will generally require an increase in distributions to shareholders although not necessarily on a proportionate basis.

Included below is a reconciliation of net income to FFO available for common shareholders as well as FFO available to common shareholders excluding the litigation provision. As further discussed in Note 7 to the consolidated financial statements, net income includes certain charges related to the litigation and appeal process over a parcel of land adjacent to Santana Row; net income for the six months ended June 30, 2009 also includes a \$20.6 million charge for increasing the accrual for such litigation matter. Management believes FFO excluding this litigation provision provides a more meaningful evaluation of operations; while litigation is not unusual, we believe the premise of the underlying litigation matter (see Note 7 for discussion) warrants presentation of FFO excluding the related charges.

|  | Three Months Ended<br>June 30,        |                  | Six Months Ended<br>June 30, |                   |
|--|---------------------------------------|------------------|------------------------------|-------------------|
|  | 2010                                  | 2009             | 2010                         | 2009              |
|  | (In thousands, except per share data) |                  |                              |                   |
| Net income   | \$ 32,368                             | \$ 29,794        | \$ 62,922                    | \$ 41,667         |
| Net income attributable to noncontrolling interests  | (1,254)                               | (1,377)          | (2,588)                      | (2,766)           |
| Gain on sale of real estate  | (1,410)                               | (383)            | (1,410)                      | (1,298)           |
| Depreciation and amortization of real estate assets  | 27,797                                | 26,563           | 53,884                       | 51,999            |
| Amortization of initial direct costs of leases   | 2,561                                 | 2,515            | 4,797                        | 5,182             |
| Depreciation of joint venture real estate assets   | 345                                   | 337              | 696                          | 691               |
| <b>Funds from operations</b>   | <b>60,407</b>                         | <b>57,449</b>    | <b>118,301</b>               | <b>95,475</b>     |
| Dividends on preferred shares  | (135)                                 | (135)            | (271)                        | (271)             |
| Income attributable to operating partnership units   | 244                                   | 241              | 489                          | 484               |
| Income attributable to unvested shares   | (201)                                 | (189)            | (392)                        | (314)             |
| <b>Funds from operations available for common shareholders</b>   | <b>\$ 60,315</b>                      | <b>\$ 57,366</b> | <b>\$ 118,127</b>            | <b>\$ 95,374</b>  |
| Litigation provision, net of allocation to unvested shares   | 172                                   | 124              | 286                          | 20,689            |
| <b>Funds from operations available for common shareholders excluding litigation provision</b>                    | <b>\$ 60,487</b>                      | <b>\$ 57,490</b> | <b>\$ 118,413</b>            | <b>\$ 116,063</b> |
| Weighted average number of common shares, diluted (1)  | 61,680                                | 59,414           | 61,636                       | 59,377            |
| <b>Funds from operations available for common shareholders, per diluted share</b>                                | <b>\$ 0.98</b>                        | <b>\$ 0.97</b>   | <b>\$ 1.92</b>               | <b>\$ 1.61</b>    |
| Litigation provision per diluted share   |                                       |                  |                              | 0.34              |
| <b>Funds from operations available for common shareholders excluding litigation provision, per diluted share</b> | <b>\$ 0.98</b>                        | <b>\$ 0.97</b>   | <b>\$ 1.92</b>               | <b>\$ 1.95</b>    |

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- (1) For the three and six months ended June 30, 2010 and 2009, the weighted average common shares used to compute FFO per diluted common share includes operating partnership units that were excluded from the computation of diluted EPS. Conversion of these operating partnership units is dilutive in the computation of FFO per diluted common share but is anti-dilutive for the computation of diluted EPS for the periods presented.



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### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our use of financial instruments, such as debt instruments, subjects us to market risk which may affect our future earnings and cash flows, as well as the fair value of our assets. Market risk generally refers to the risk of loss from changes in interest rates and market prices. We manage our market risk by attempting to match anticipated inflow of cash from our operating, investing and financing activities with anticipated outflow of cash to fund debt payments, dividends to common and preferred shareholders, investments, capital expenditures and other cash requirements.

As of June 30, 2010, we were not party to any open derivative financial instruments. We may enter into certain types of derivative financial instruments to further reduce interest rate risk. We use interest rate protection and swap agreements, for example, to convert some of our variable rate debt to a fixed-rate basis or to hedge anticipated financing transactions. We use derivatives for hedging purposes rather than speculation and do not enter into financial instruments for trading purposes.

#### **Interest Rate Risk**

The following discusses the effect of hypothetical changes in market rates of interest on interest expense for our variable rate debt and on the fair value of our total outstanding debt, including our fixed-rate debt. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our debt. Quoted market prices were used to estimate the fair value of our marketable senior notes and debentures and discounted cash flow analysis is generally used to estimate the fair value of our mortgage and notes payable. Considerable judgment is necessary to estimate the fair value of financial instruments. This analysis does not purport to take into account all of the factors that may affect our debt, such as the effect that a changing interest rate environment could have on the overall level of economic activity or the action that our management might take to reduce our exposure to the change. This analysis assumes no change in our financial structure.

#### *Fixed Interest Rate Debt*

The majority of our outstanding debt obligations (maturing at various times through 2031 or through 2106 including capital lease obligations) have fixed interest rates which limit the risk of fluctuating interest rates. However, interest rate fluctuations may affect the fair value of our fixed rate debt instruments. At June 30, 2010, we had \$1.7 billion of fixed-rate debt outstanding. If market interest rates on our fixed-rate debt instruments at June 30, 2010 had been 1.0% higher, the fair value of those debt instruments on that date would have decreased by approximately \$72.2 million. If market interest rates on our fixed-rate debt instruments at June 30, 2010 had been 1.0% lower, the fair value of those debt instruments on that date would have increased by approximately \$77.1 million.

#### *Variable Interest Rate Debt*

Generally, we believe that our primary interest rate risk is due to fluctuations in interest rates on our variable rate debt; however, at June 30, 2010, we had only \$9.4 million of variable rate debt outstanding which relates to municipal bonds. No balance was outstanding on our revolving credit facility which is currently the only other debt instrument which bears interest at a variable rate. Based upon this amount of variable rate debt and the specific terms, if market interest rates increased 1.0%, our annual interest expense would increase by approximately \$0.1 million, and our net income and cash flows for the year would decrease by approximately \$0.1 million. Conversely, if market interest rates decreased 1.0%, our annual interest expense would decrease by less than \$0.1 million with a corresponding increase in our net income and cash flows for the year.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Periodic Evaluation and Conclusion of Disclosure Controls and Procedures**

An evaluation has been performed, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2010. Based on this evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of June 30, 2010 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

#### **Changes in Internal Control Over Financial Reporting**

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There has been no change in our internal controls over financial reporting during the quarterly period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

In May 2003, a breach of contract action was filed against us in the United States District Court for the Northern District of California, San Jose Division, alleging that a one page document entitled Final Proposal constituted a ground lease of a parcel of property located adjacent to our Santana Row property and gave the plaintiff the option to require that we acquire the property at a price determined in accordance with a formula included in the Final Proposal. The Final Proposal explicitly stated that it was subject to approval of the terms and conditions of a formal agreement. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us.

A trial on the issue of damages was held in April 2008 and the court issued a tentative ruling in April 2009 awarding damages to the plaintiff of approximately \$14.4 million plus interest. Accordingly, considering all the information available to us when we filed our March 31, 2009 Form 10-Q, our best estimate of damages, interest, and other costs was \$21.4 million resulting in an increase in our accrual for this matter of \$20.6 million. In June 2009, the court issued a final judgment awarding damages of \$15.9 million (including interest) plus costs of suit and in July 2009, we and the plaintiff both filed a notice of appeal with the United States Court of Appeals for the Ninth Circuit. In December 2009, the plaintiff filed an appellee's principal and response brief providing additional information regarding the issues the plaintiff is appealing. Given the additional information regarding the appeal, we lowered our accrual to \$16.4 million in the fourth quarter 2009, which reflects our best estimate of the litigation liability. The net increase in our accrual in 2009 is included in litigation provision in our consolidated statement of operations, and the \$16.4 million accrual is included in the accounts payable and accrued expenses line item in our consolidated balance sheets. During 2009 and 2010, we incurred additional legal and other costs related to this lawsuit and appeal process which are also included in the litigation provision line item in the consolidated statements of operations.

We expect oral arguments on the appeal to be scheduled for late 2010. The enforcement of the judgment has been stayed until completion of the appeals. Furthermore, we continue to believe that the Final Proposal which included express language that it was subject to formal documentation was not a binding contract and that we should have no liability whatsoever, and will vigorously defend our position as part of the appeal process.

In September 2008, we and a subsidiary of Post Properties, Inc. ( Post ) sued Vornado Realty Trust and related entities ( Vornado ) for breach of contract in the Circuit Court of Arlington County, Virginia. The breach of contract was a result of Vornado's acquiring in transactions in 2005 and 2007 the fee interest in the land under our Pentagon Row project without first giving us and Post the opportunity to purchase the fee interest in that land as required by the right of first offer ( ROFO ) provisions included in the documentation relating to the Pentagon Row project. On April 30, 2010, the judge in this case issued a ruling that Vornado failed to comply with the ROFO and as a result, breached the contract, and ordered Vornado to sell to us and Post, collectively, the land under Pentagon Row for a net purchase price of approximately \$14.7 million. Vornado has appealed the ruling, however, the appeal has not yet been accepted. We expect a ruling in late 2010 as to whether the appeal will be accepted. The judgment has been stayed until completion of the appeal process.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors previously disclosed in our Annual Report for the year ended December 31, 2009 filed with the Securities and Exchange Commission on February 17, 2010. These factors include, but are not limited to, the following:

risks that our tenants will not pay rent, may vacate early or may file for bankruptcy or that we may be unable to renew leases or re-let space at favorable rents as leases expire;

risks that we may not be able to proceed with or obtain necessary approvals for any redevelopment or renovation project, and that completion of anticipated or ongoing property redevelopment or renovation projects that we do pursue may cost more, take more time to complete or fail to perform as expected;

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risks that the number of properties we acquire for our own account, and therefore the amount of capital we invest in acquisitions, may be impacted by our real estate partnerships;

risks normally associated with the real estate industry, including risks that:

occupancy levels at our properties and the amount of rent that we receive from our properties may be lower than expected,

new acquisitions may fail to perform as expected,

competition for acquisitions could result in increased prices for acquisitions,

environmental issues may develop at our properties and result in unanticipated costs, and

because real estate is illiquid, we may not be able to sell properties when appropriate;

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risks that our growth will be limited if we cannot obtain additional capital;

risks of financing, such as our ability to consummate additional financings or obtain replacement financing on terms which are acceptable to us, our ability to meet existing financial covenants and the limitations imposed on our operations by those covenants, and the possibility of increases in interest rates that would result in increased interest expense; and

risks related to our status as a REIT, for federal income tax purposes, such as the existence of complex tax regulations relating to our status as a REIT, the effect of future changes in REIT requirements as a result of new legislation, and the adverse consequences of the failure to qualify as a REIT.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Under the terms of various operating partnership agreements of certain of our affiliated limited partnerships, the interests of limited partners in those limited partnerships may be redeemed, subject to certain conditions, for cash or an equivalent number of our common shares, at our option. On April 6, 2010, we redeemed 2,000 operating partnership units for cash.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. [REMOVED AND RESERVED]**

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

A list of exhibits to this Quarterly Report on Form 10-Q is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto authorized.

**FEDERAL REALTY INVESTMENT TRUST**

August 4, 2010

/s/ Donald C. Wood  
**Donald C. Wood,**  
**President, Chief Executive Officer and Trustee**  
**(Principal Executive Officer)**

August 4, 2010

/s/ Andrew P. Blocher  
**Andrew P. Blocher,**  
**Senior Vice President, Chief Financial Officer and Treasurer**  
**(Principal Financial and Accounting Officer)**

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Declaration of Trust of Federal Realty Investment Trust dated May 5, 1999 as amended by the Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated May 6, 2004, as corrected by the Certificate of Correction of Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated June 17, 2004, as amended by the Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated May 6, 2009 (previously filed as Exhibit 3.1 to the Trust's Registration Statement on Form S-3 (File No. 333-160009) and incorporated herein by reference) |
| 3.2                | Amended and Restated Bylaws of Federal Realty Investment Trust dated February 12, 2003, as amended October 29, 2003, May 5, 2004, February 17, 2006 and May 6, 2009 (previously filed as Exhibit 3.2 to the Trust's Registration Statement on Form S-3 (File No. 333-160009) and incorporated herein by reference)   |
| 4.1                | Specimen Common Share certificate (previously filed as Exhibit 4(i) to the Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-07533) and incorporated herein by reference)  |
| 4.2                | Articles Supplementary relating to the 5.417% Series 1 Cumulative Convertible Preferred Shares of Beneficial Interest (previously filed as Exhibit 4.1 to the Trust's Current Report on Form 8-K filed on March 13, 2007, (File No. 1-07533) and incorporated herein by reference)   |
| 4.3                | Amended and Restated Rights Agreement, dated March 11, 1999, between the Trust and American Stock Transfer & Trust Company (previously filed as Exhibit 1 to the Trust's Registration Statement on Form 8-A/A filed on March 11, 1999 (File No. 1-07533) and incorporated herein by reference)   |
| 4.4                | First Amendment to Amended and Restated Rights Agreement, dated as of November 2003, between the Trust and American Stock Transfer & Trust Company (previously filed as Exhibit 4.5 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-07533) and incorporated herein by reference)  |
| 4.5                | Second Amendment to Amended and Restated Rights Agreement, dated as of March 16, 2009, between the Trust and American Stock Transfer & Trust Company (previously filed as Exhibit 4.3 to the Trust's Current Report on Form 8-K filed on March 19, 2009 (File No. 001-07533) and incorporated herein by reference)   |
| 4.6                | Indenture dated December 1, 1993 related to the Trust's 7.48% Debentures due August 15, 2026; and 6.82% Medium Term Notes due August 1, 2027; (previously filed as Exhibit 4(a) to the Trust's Registration Statement on Form S-3 (File No. 33-51029), and amended on Form S-3 (File No. 33-63687), filed on December 13, 1993 and incorporated herein by reference)   |
| 4.7                | Indenture dated September 1, 1998 related to the Trust's 8.75% Notes due December 1, 2009; 6 <sup>1</sup> / <sub>8</sub> % Notes due November 15, 2007; 4.50% Notes due 2011; 5.65% Notes due 2016; 6.00% Notes due 2012; 6.20% Notes due 2017; 5.40% Notes due 2013; and 5.95% Notes due 2014 (previously filed as Exhibit 4(a) to the Trust's Registration Statement on Form S-3 (File No. 333-63619) filed on September 17, 1998 and incorporated herein by reference)  |
| 4.8                | Pursuant to Regulation S-K Item 601(b)(4)(iii), the Trust by this filing agrees, upon request, to furnish to the Securities and Exchange Commission a copy of other instruments defining the rights of holders of long-term debt of the Trust  |
| 10.1               | Amended and Restated 1993 Long-Term Incentive Plan, as amended on October 6, 1997 and further amended on May 6, 1998 (previously filed as Exhibit 10.26 to the Trust's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 1-07533) and incorporated herein by reference)  |
| 10.2               | Form of Severance Agreement between the Trust and Certain of its Officers dated December 31, 1994 (previously filed as a portion of Exhibit 10 to the Trust's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 1-07533) and incorporated herein by reference)   |
| 10.3               | Severance Agreement between the Trust and Donald C. Wood dated February 22, 1999 (previously filed as a portion of Exhibit 10 to the Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999 (File No. 1-07533) (the 1999 1Q Form 10-Q) and incorporated herein by reference)   |
| 10.4               | Executive Agreement between Federal Realty Investment Trust and Donald C. Wood dated February 22, 1999 (previously filed as a portion of Exhibit 10 to the 1999 1Q Form 10-Q and incorporated herein by reference)   |
| 10.5               |  |

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Amendment to Executive Agreement between Federal Realty Investment Trust and Donald C. Wood dated February 16, 2005 (previously filed as Exhibit 10.12 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 1-07533) (the 2004 Form 10-K ) and incorporated herein by reference)



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| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.6               | Split Dollar Life Insurance Agreement dated August 12, 1998 between the Trust and Donald C. Wood (previously filed as a portion of Exhibit 10 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 1-07533) and incorporated herein by reference)   |
| 10.7               | Severance Agreement between the Trust and Jeffrey S. Berkes dated March 1, 2000 (previously filed as a portion of Exhibit 10 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 1-07533) and incorporated herein by reference)  |
| 10.8               | Amendment to Severance Agreement between Federal Realty Investment Trust and Jeffrey S. Berkes dated February 16, 2005 (previously filed as Exhibit 10.17 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.9               | Severance Agreement dated March 1, 2002 between the Trust and Larry E. Finger (previously filed as a portion of Exhibit 10 to the Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-07533) and incorporated herein by reference)  |
| 10.10              | Amendment to Severance Agreement between Federal Realty Investment Trust and Larry E. Finger dated February 16, 2005 (previously filed as Exhibit 10.19 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.11              | Amendment to Stock Option Agreement dated August 15, 2002 between the Trust and Dawn M. Becker (previously filed as a portion of Exhibit 10 to the Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 (File No. 1-075330) and incorporated herein by reference)   |
| 10.12              | 2001 Long-Term Incentive Plan (previously filed as Exhibit 99.1 to the Trust's Registration Statement on Form S-8 (File No. 333-60364) filed on May 7, 2001 and incorporated herein by reference)   |
| 10.13              | Health Coverage Continuation Agreement between Federal Realty Investment Trust and Donald C. Wood dated February 16, 2005 (previously filed as Exhibit 10.26 to the 2004 Form 10-K and incorporated herein by reference)  |
| 10.14              | Severance Agreement between the Trust and Dawn M. Becker dated April 19, 2000 (previously filed as Exhibit 10.26 to the Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference)   |
| 10.15              | Amendment to Severance Agreement between the Trust and Dawn M. Becker dated February 16, 2005 (previously filed as Exhibit 10.27 to the 2004 Form 10-K and incorporated herein by reference)  |
| 10.16              | Form of Restricted Share Award Agreement for awards made under the Trust's 2003 Long-Term Incentive Award Program for shares issued out of 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.28 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.17              | Form of Restricted Share Award Agreement for awards made under the Trust's Annual Incentive Bonus Program for shares issued out of 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.29 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.18              | Form of Option Award Agreement for options awarded under 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.30 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.19              | Form of Option Award Agreement for awards made under the Trust's 2003 Long-Term Incentive Award Program for shares issued out of the 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.32 to the 2005 Form 10-K and incorporated herein by reference)   |
| 10.20              | Credit Agreement dated as of July 28, 2006, by and between the Trust, Wachovia Capital Markets LLC, Wachovia Bank, National Association and various other financial institutions (previously filed as Exhibit 10.20 to the Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 (File No. 1-07533) (the First Quarter 2010 Form 10-Q) and incorporated herein by reference) |
| 10.21              | Amended and Restated 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.34 to the Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 (File No. 1-07533) and incorporated herein by reference)   |
| 10.22              | Restricted Share Award Agreement between the Trust and Joseph M. Squeri dated October 1, 2007 (previously filed as Exhibit 10.23 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2007 (File No 1-07533) (the 2007 Form 10-K) and incorporated herein by reference)  |
| 10.23              | Severance Agreement between the Trust and Joseph M. Squeri dated October 1, 2007 (previously filed as Exhibit 10.24 to the 2007 Form 10-K and incorporated herein by reference)   |
| 10.24              |   |

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Change in Control Agreement between the Trust and Andrew P. Blocher dated February 12, 2007 (previously filed as Exhibit 10.27 to the Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 1-07533) and incorporated herein by reference)

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.25              | Amendment to Severance Agreement between the Trust and Donald C. Wood dated January 1, 2009 (previously filed as Exhibit 10.26 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 1-07533) (the 2008 Form 10-K) and incorporated herein by reference)  |
| 10.26              | Second Amendment to Executive Agreement between the Trust and Donald C. Wood dated January 1, 2009 (previously filed as Exhibit 10.27 to the Trust's 2008 Form 10-K and incorporated herein by reference)  |
| 10.27              | Amendment to Health Coverage Continuation Agreement between the Trust and Donald C. Wood dated January 1, 2009 (previously filed as Exhibit 10.28 to the Trust's 2008 Form 10-K and incorporated herein by reference)  |
| 10.28              | Second Amendment to Severance Agreement between the Trust and Jeffrey S. Berkes dated January 1, 2009 (previously filed as Exhibit 10.29 to the Trust's 2008 Form 10-K and incorporated herein by reference)   |
| 10.29              | Second Amendment to Severance Agreement between the Trust and Dawn M. Becker dated January 1, 2009 (previously filed as Exhibit 10.30 to the Trust's 2008 Form 10-K and incorporated herein by reference)  |
| 10.30              | Amendment to Change in Control Agreement between the Trust and Andrew P. Blocher dated January 1, 2009 (previously filed as Exhibit 10.31 to the Trust's 2008 Form 10-K and incorporated herein by reference)  |
| 10.31              | Amendment to Stock Option Agreements between the Trust and Andrew P. Blocher dated February 17, 2009 (previously filed as Exhibit 10.32 to the Trust's 2008 Form 10-K and incorporated herein by reference)  |
| 10.32              | Restricted Share Award Agreement between the Trust and Andrew P. Blocher dated February 17, 2009 (previously filed as Exhibit 10.33 to the Trust's 2008 Form 10-K and incorporated herein by reference)  |
| 10.33              | Combined Incentive and Non-Qualified Stock Option Agreement between the Trust and Andrew P. Blocher dated February 17, 2009 (previously filed as Exhibit 10.34 to the Trust's 2008 Form 10-K and incorporated herein by reference)   |
| 10.34              | Severance Agreement between the Trust and Andrew P. Blocher dated February 17, 2009 (previously filed as Exhibit 10.35 to the Trust's 2008 Form 10-K and incorporated herein by reference)   |
| 10.35              | Credit Agreement dated as of May 4, 2009, by and among the Trust, Wachovia Capital Markets LLC, PNC Capital Markets LLC, Wachovia Bank, National Association, PNC Bank, National Association and various other financial institutions (previously filed as Exhibit 10.36 to the First Quarter 2010 Form 10-Q and incorporated herein by reference)   |
| 10.36              | 2010 Performance Incentive Plan (previously filed as Appendix A to the Trust's Definitive Proxy Statement for the 2010 Annual Meeting of Shareholders (File No. 01-07533) and incorporated herein by reference)  |
| 10.37              | Amendment to 2010 Performance Incentive Plan (previously filed as Appendix A to the Trust's Proxy Supplement for the 2010 Annual Meeting of Shareholders (File No. 01-07533) and incorporated herein by reference)   |
| 31.1               | Rule 13a-14(a) Certification of Chief Executive Officer (filed herewith)   |
| 31.2               | Rule 13a-14(a) Certification of Chief Financial Officer (filed herewith)   |
| 32.1               | Section 1350 Certification of Chief Executive Officer (filed herewith)   |
| 32.2               | Section 1350 Certification of Chief Financial Officer (filed herewith)   |
| 101                | The following materials from Federal Realty Investment Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, formatted in XBRL (Extensible Business Reporting Language): (1) the Consolidated Balance Sheets, (2) the Consolidated Statements of Operations, (3) the Consolidated Statement of Shareholders' Equity, (4) the Consolidated Statements of Cash Flows, and (5) Notes to Consolidated Financial Statements, tagged as blocks of text. |